

MARVEL
COMICS
GROUP 12¢

the AMAZING SPIDER-MAN

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BY THE
COMICS
CODE
AUTHORITY

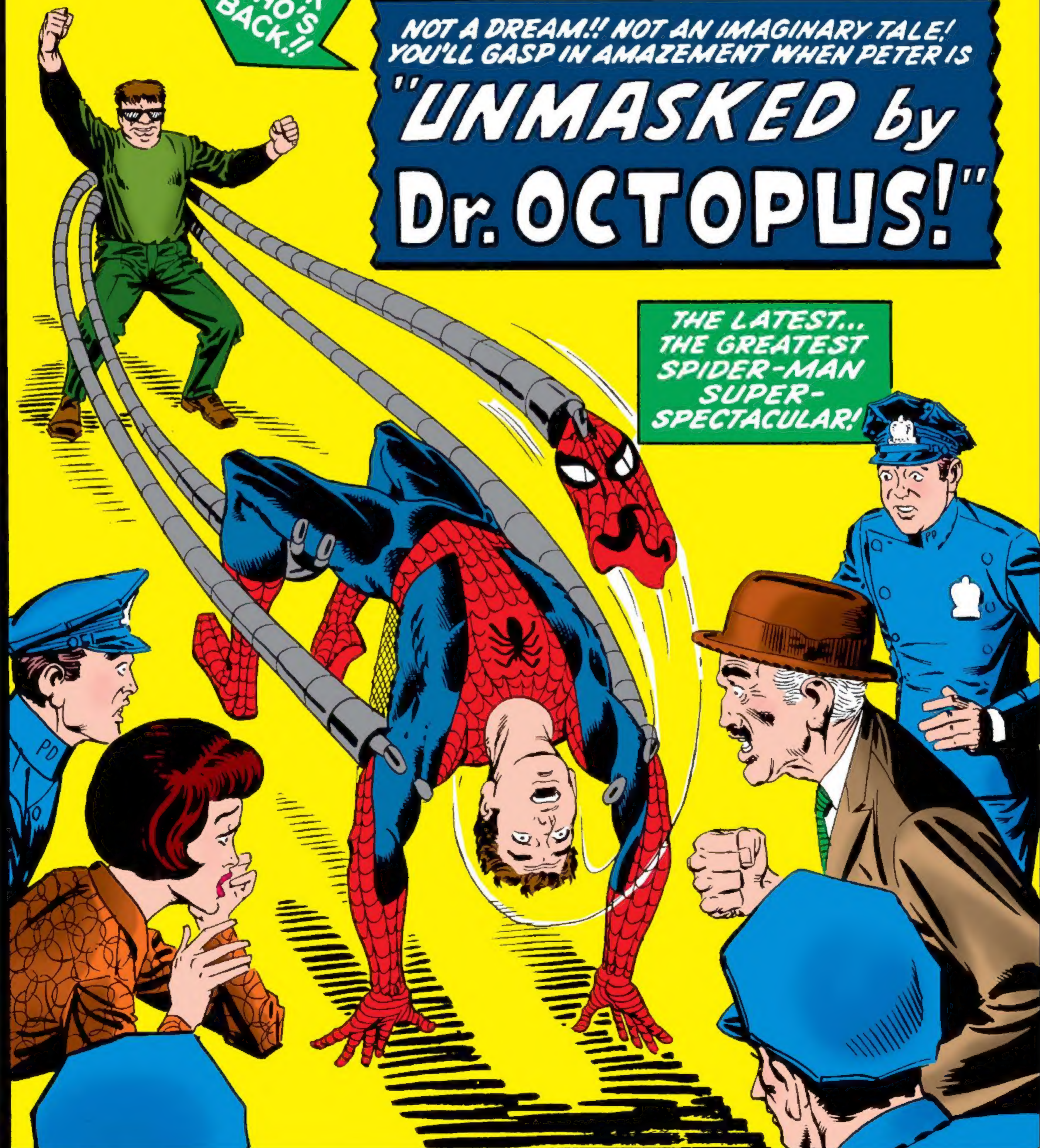
12
MAY

LOOK
WHO'S
BACK!!

NOT A DREAM!! NOT AN IMAGINARY TALE!
YOU'LL GASP IN AMAZEMENT WHEN PETER IS

**"UNMASKED by
Dr. OCTOPUS!"**

THE LATEST...
THE GREATEST
SPIDER-MAN
SUPER-
SPECTACULAR!

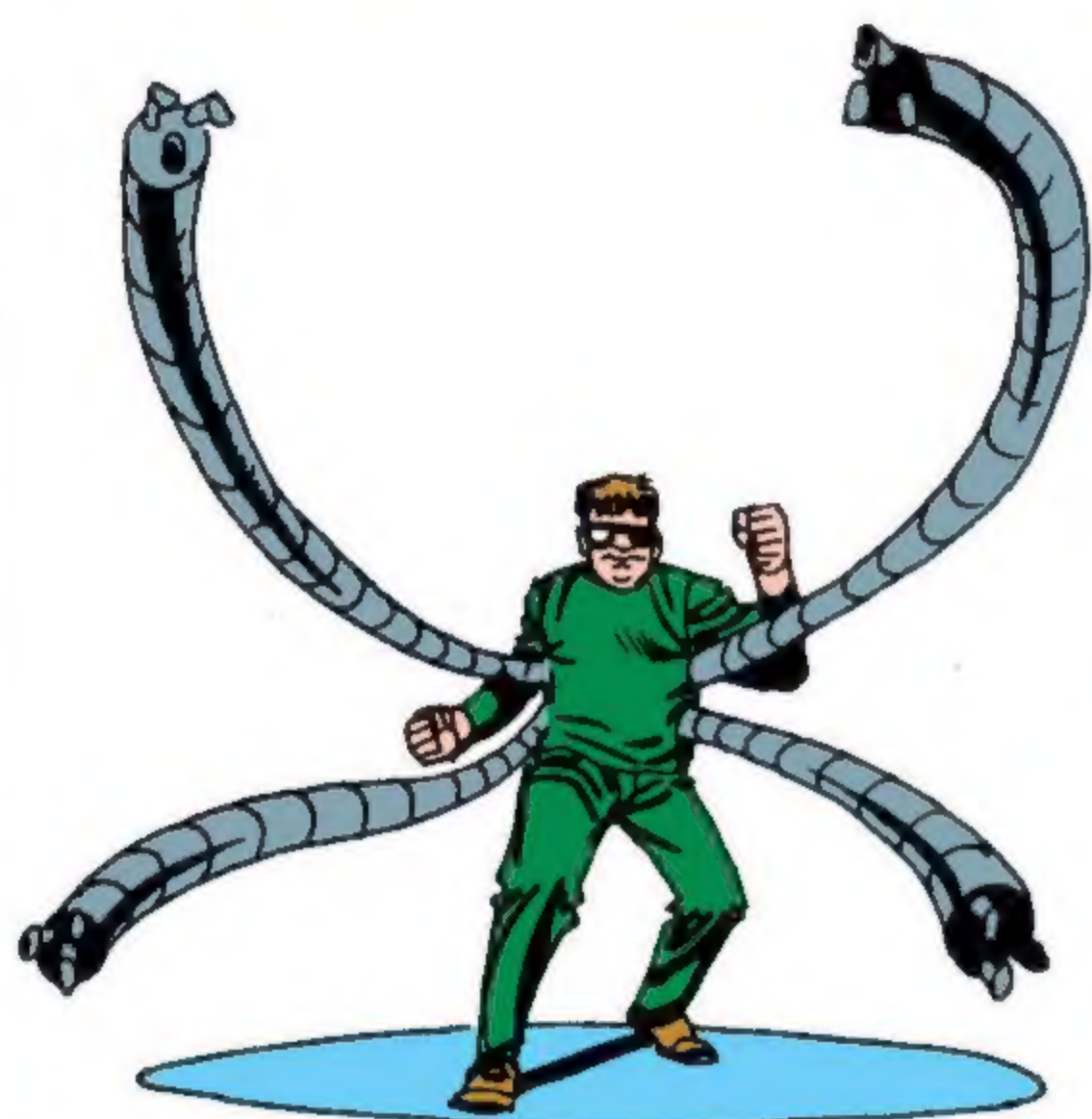




"UNMASKED BY Dr. OCTOPUS!"

1 TAKE ONE OF THE MOST POWERFUL SUPER-VILLAINS OF ALL TIME...

2 ...ADD A SPINE-TINGLING ASSORTMENT OF WILD BEASTS ON THE RAMPAGE...



3 ...MIX WELL WITH OUR USUAL CAST OF OFF-BEAT CHARACTERS...

4 ...AND TOP IT OFF WITH THE EXPOSE OF SPIDER-MAN! WHO COULD ASK FOR ANYTHING MORE??!



YES INDEED, FAITHFUL FRIEND! STAN AND STEVE PULLED OUT ALL THE STOPS TO MAKE THIS ONE OF THE MOST MEMORABLE OF OL' SPIDEY'S EPIC ADVENTURES!

NOW AFTER THEY WENT TO ALL THAT TROUBLE, THE LEAST YOU CAN DO IS READ IT, ENJOY IT, AND RAVE ABOUT IT! AND, Y'KNOW SOMETHING? WE HAVE A HUNCH YOU *WILL*!

WRITTEN IN THE WHITE HEAT OF INSPIRATION BY: STAN LEE

DRAWN IN A WILD FRENZY OF ENTHUSIASM BY: STEVE DITKO

LETTERED IN A COMFORTABLE ROOM BY: ART SIMEK


AS ALL OF OUR WELL-READ READERS KNOW, SPIDER-MAN BATTLED DR. OCTOPUS LAST ISSUE, AND WHILE THE AMAZING TEEN-AGER FOILED THE SUPER-VILLAIN'S PLANS, HE WAS UNABLE TO PREVENT HIS ESCAPE! HENCE THESE HEADLINES IN THE BUGLE...

WEATHER
 SUNNY
 70°-80°

DAILY BUGLE

FINAL
 EDITION

DR. OCTOPUS ESCAPES FROM SPIDER-MAN!




SPIDER-MAN... OVERRATED CRIME-FIGHTER!

PHILADELPHIA, PA. (I.P.)

ONCE AGAIN, THE MYSTERIOUS SPIDER-MAN HAS INTERFERED WITH POLICE AND ALLOWED A DANGEROUS CRIMINAL TO GET AWAY SCOT FREE!

HOW MUCH LONGER IS THIS MASKED NUISANCE TO BE PERMITTED TO MAKE A COMPLETE MOCKERY OF JUSTICE AND TO USURP THE PLACE OF ALL THE POLICE IN ALL THE FUTURE DISTRICT OF PHILADELPHIA?



DR. OCTOPUS... STILL AT LARGE!

READING THE NEWS ITEM, WHICH WAS OBVIOUSLY WRITTEN BY ORDER OF PUBLISHER J. JONAH JAMESON WHO HATES SPIDER-MAN, THE ANGRY ADVENTURER DECIDES TO PAY JAMESON A VISIT...



IF I PUT OUT A FOREST FIRE SINGLE-HANDED, I'LL BET JONAH WOULD RAP ME FOR WASTING TOO MUCH WATER! SAY! WHAT'S GOING ON IN HIS OFFICE?

I QUIT! NOBODY COULD WORK FOR A TYRANT LIKE YOU!



THAT'S THE GAL HE HIRED TO FILL IN TILL BETTY RETURNED FROM PHILADELPHIA!

WAIT! YOU CAN'T DO THIS! I NEED A SECRETARY! COME BACK!

YOU DON'T NEED A SECRETARY--YOU NEED A PSYCHIATRIST!



HMMH! BLAMED EMPLOYEES! THEY EXPECT TO BE TREATED WITH KID GLOVES! JUST BECAUSE I SHOUTED AT HER...

HELLO, MR. JAMESON! I'VE RETURNED--THAT IS, IF YOU STILL WANT ME?

BETTY BRANT! IF I WANT YOU?? DON'T JUST STAND THERE, GIRL--GET TO WORK!



NOW THAT BETTY'S BACK, I'LL CHANGE TO PETER PARKER! I CAN'T WAIT TO SEE HER--TO TALK TO HER...

MR. JAMESON, HAS PETER PARKER BEEN IN LATELY WITH ANY PHOTOS?

NO! I HAVEN'T SEEN HIM! HE'S PROBABLY TOO LAZY TO WORK... JUST LIKE EVERYONE ELSE I GET STUCK WITH!



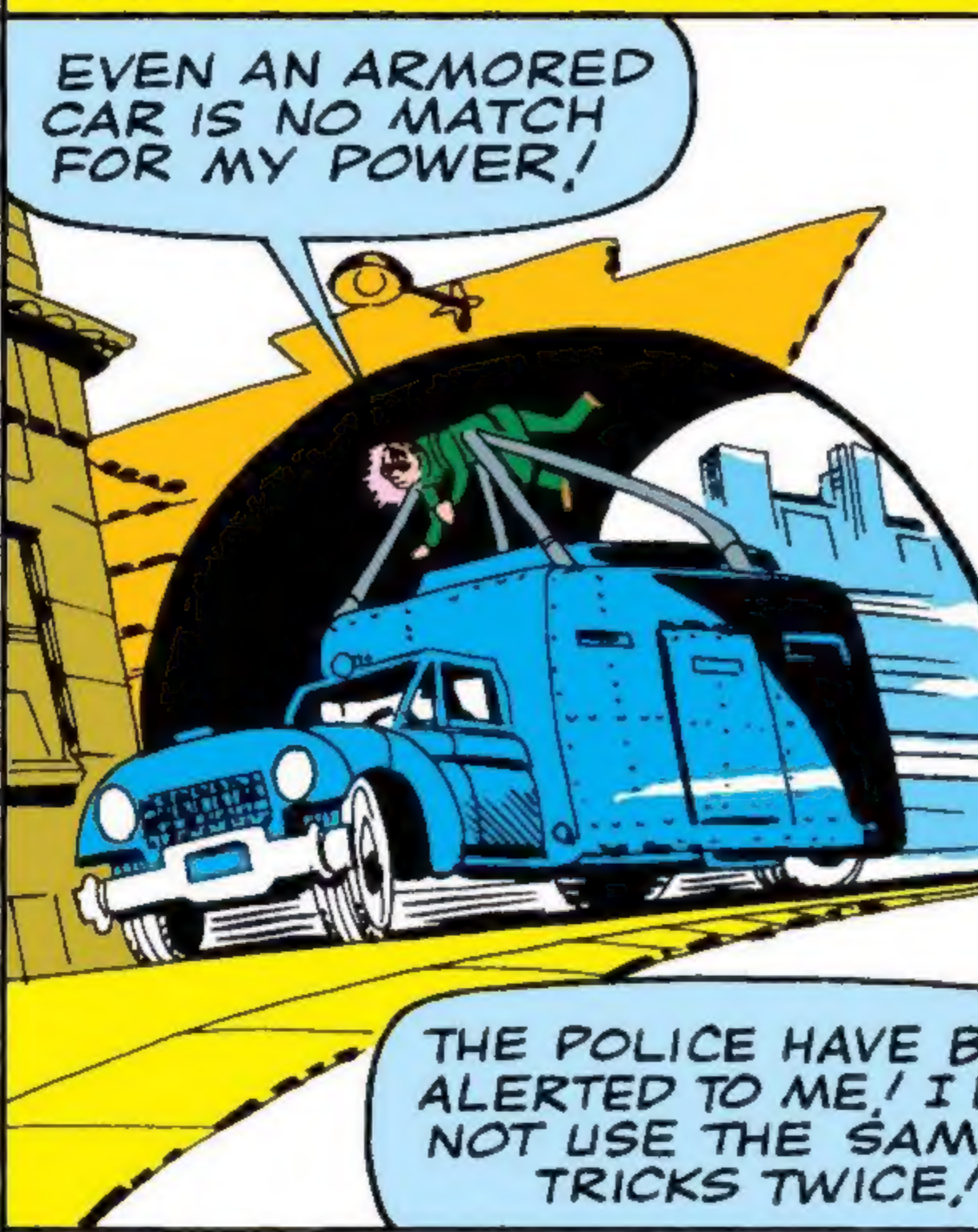
MINUTES LATER...

BETTY! GOSH, I'M GLAD TO SEE YOU! I'VE BEEN WAITING TO HEAR FROM YOU...

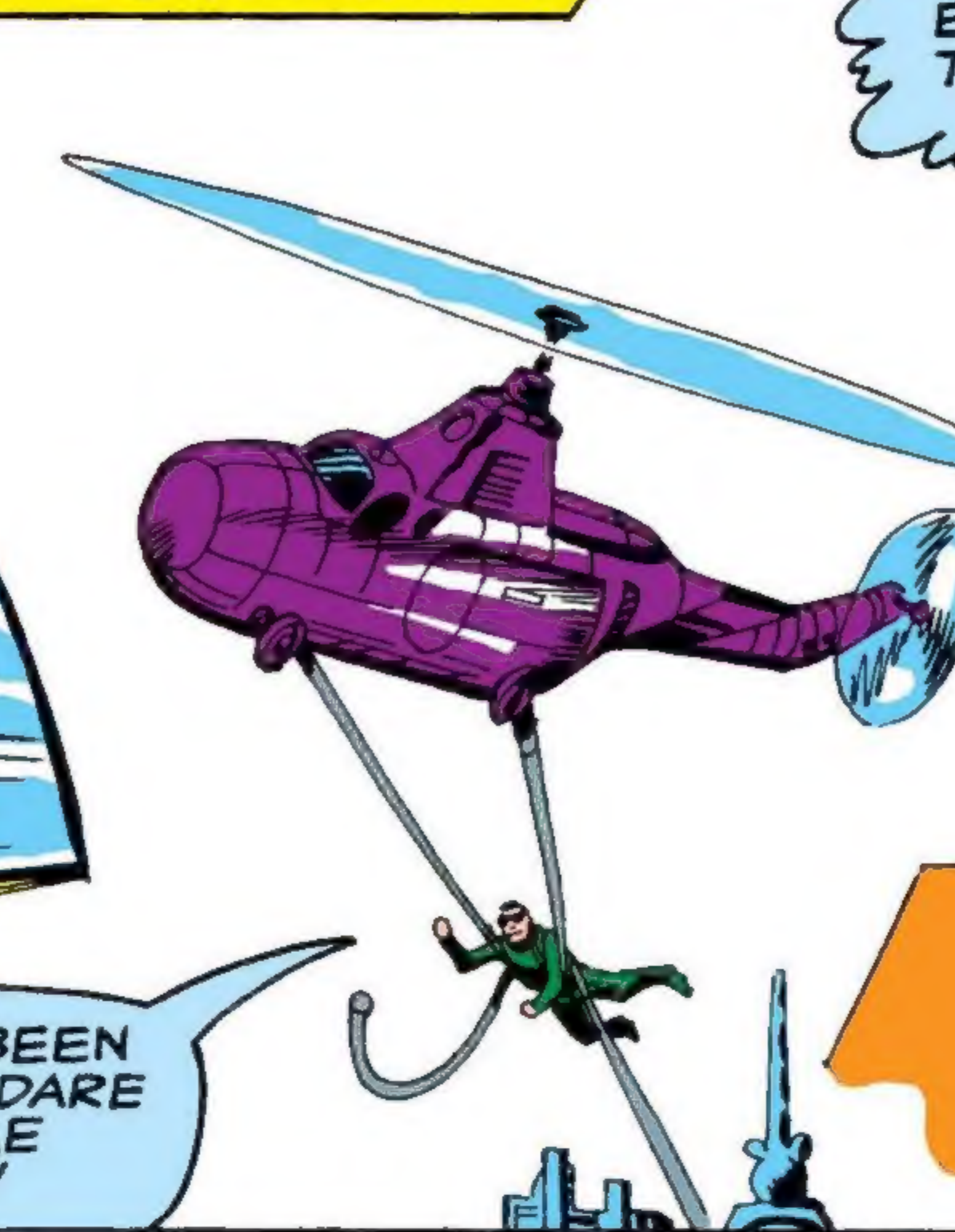
OUT, PARKER! THIS IS AN OFFICE, NOT A SOCIAL CLUB! YOU CAN COME IN HERE WHENEVER YOU HAVE A SET OF EXCLUSIVE NEWS PHOTOS FOR ME, AND NOT BEFORE! NOW GET!


I'LL SEE YOU LATER, PETER! CALL ME AT HOME!

MEANWHILE, AT DIFFERENT PLACES THRUOUT THE NATION, MOVING FROM CITY TO CITY LIKE THE ELUSIVE MARAUDER HE IS, THE AWESOME **DR. OCTOPUS** ATTEMPTS SOME OF THE MOST COLORFUL CRIMES EVER PERPETRATED!



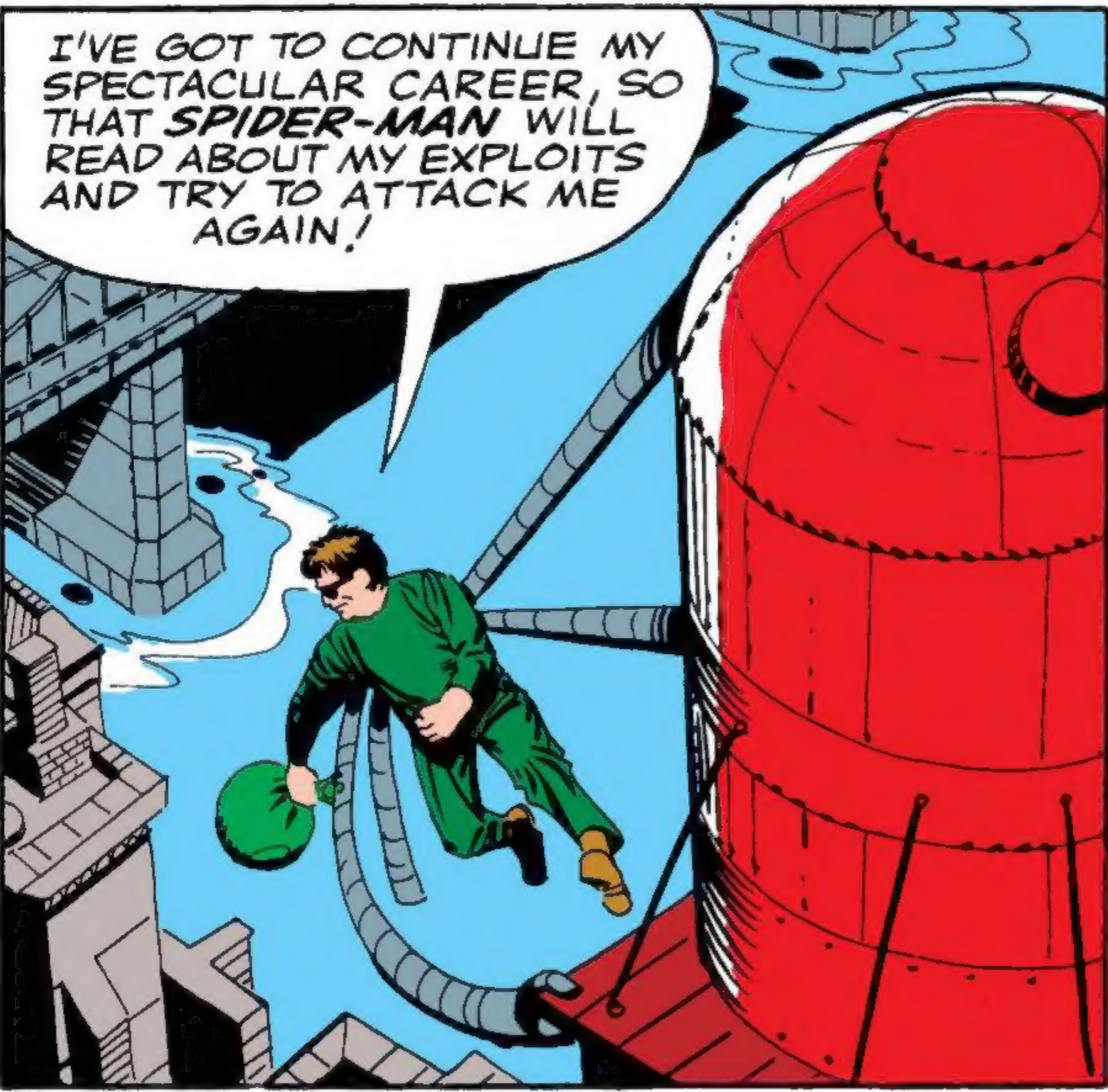
EVEN AN ARMORED CAR IS NO MATCH FOR MY POWER!



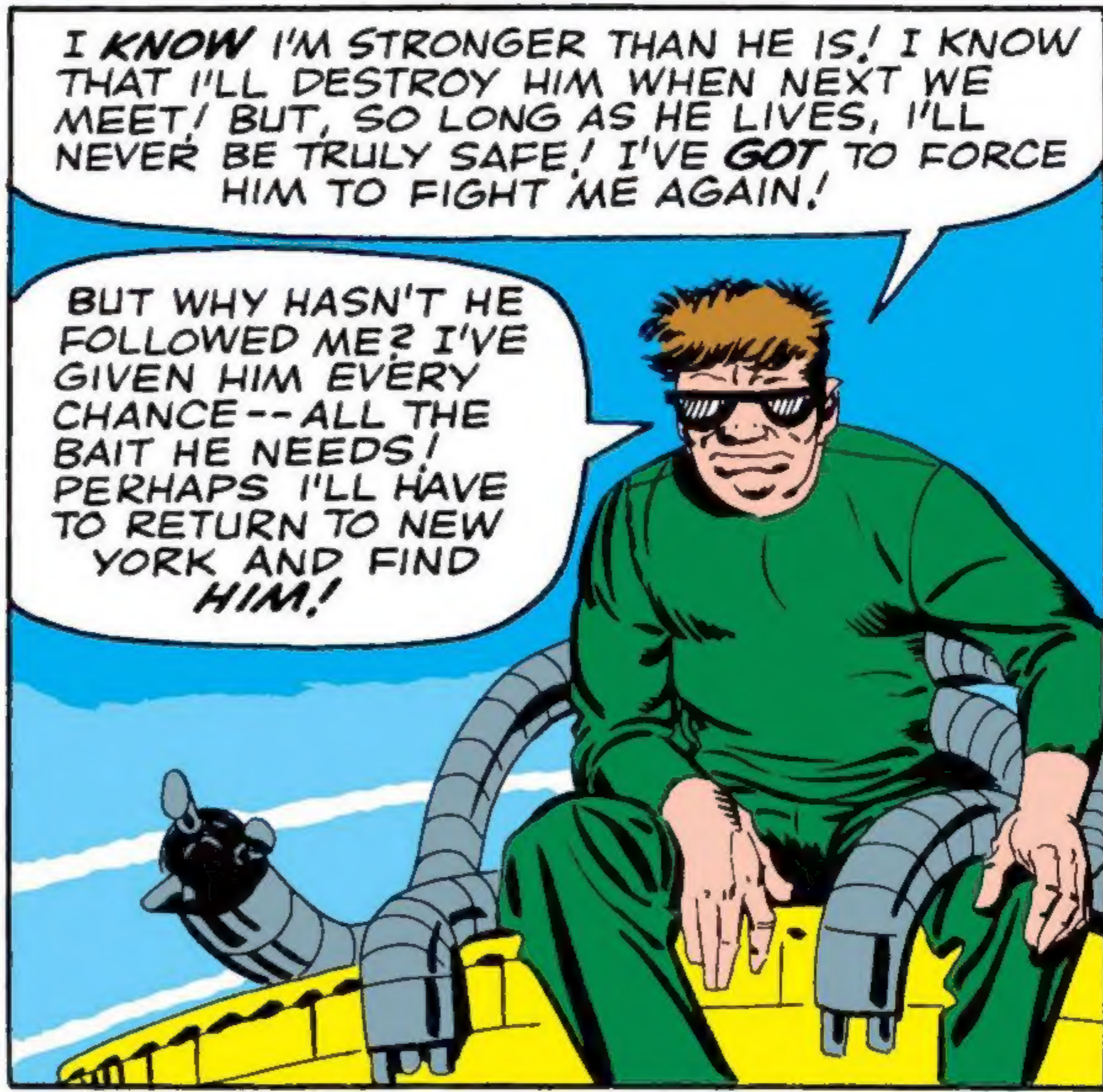


EACH ESCAPE IS NARROWER THAN THE LAST, BUT I CAN'T STOP NOW!

THE POLICE HAVE BEEN ALERTED TO ME! I DARE NOT USE THE SAME TRICKS TWICE!




I'VE GOT TO CONTINUE MY SPECTACULAR CAREER, SO THAT **SPIDER-MAN** WILL READ ABOUT MY EXPLOITS AND TRY TO ATTACK ME AGAIN!



I **KNOW** I'M STRONGER THAN HE IS! I KNOW THAT I'LL DESTROY HIM WHEN NEXT WE MEET! BUT, SO LONG AS HE LIVES, I'LL NEVER BE TRULY SAFE! I'VE **GOT** TO FORCE HIM TO FIGHT ME AGAIN!

BUT WHY HASN'T HE FOLLOWED ME? I'VE GIVEN HIM EVERY CHANCE--ALL THE BAIT HE NEEDS! PERHAPS I'LL HAVE TO RETURN TO NEW YORK AND FIND **HIM**!

AND WHY **HASN'T** SPIDER-MAN FOLLOWED THE TRAIL OF HIS ARCH FOE AROUND THE COUNTRY?? THE ANSWER IS REALLY VERY SIMPLE, WHEN WE REALIZE WE'RE DEALING WITH A TRUE-TO-LIFE YOUNGSTER...



YOU FEEL A LITTLE WARM, PETER! YOU'D BETTER STAY IN TONIGHT, DEAR! YOU MAY BE GETTING A COLD!

IF ONLY I COULD HEAD OUT WEST WHERE DOC OCK WAS LAST REPORTED! BUT I HAVEN'T MONEY FOR THE FARE, AND MY END TERM EXAMS ARE COMING UP SOON, AND AUNT MAY WOULD NEVER LET ME GO **ANYWAY!**

THE NEXT DAY...





HOW DO YOU LIKE **THIS?** THE DAILY BUGLE IS **STILL** WRITING EDITORIALS CALLING SPIDER-MAN A FAKE AND A COWARD!

OH WELL, MAYBE OCTOPUS WILL RETURN TO NEW YORK SOMEDAY, AND THEN--**SAY!** I WONDER WHAT THE KIDS ARE READING ABOUT?

THAT'S EASY FOR JAMESON TO SAY! I'D LIKE TO SEE **HIM** TACKLE DR. OCTOPUS!

I WONDER IF WE'LL EVER FIND OUT WHO SPIDER-MAN REALLY **IS?**

LOOK, THE BUGLE EVEN HAS A PICTURE OF A SPIDER, TRYING TO SHOW HOW DANGEROUS THEY ARE, AND CLAIMING THAT **SPIDER-MAN** MUST BE DANGEROUS, TOO!

HERE COMES BOOK-WORM PARKER! LET'S SEE WHAT **HE** KNOWS ABOUT SPIDERS!



I'VE GOT TO BE CAREFUL NOT TO SAY ANYTHING THAT'LL MAKE THEM SUSPECT MY REAL IDENTITY!

I **HATE** SPIDERS! THEY'RE SUCH UGLY, ICKY-LOOKING THINGS! I'D RATHER NOT EVEN **TALK** ABOUT THEM!

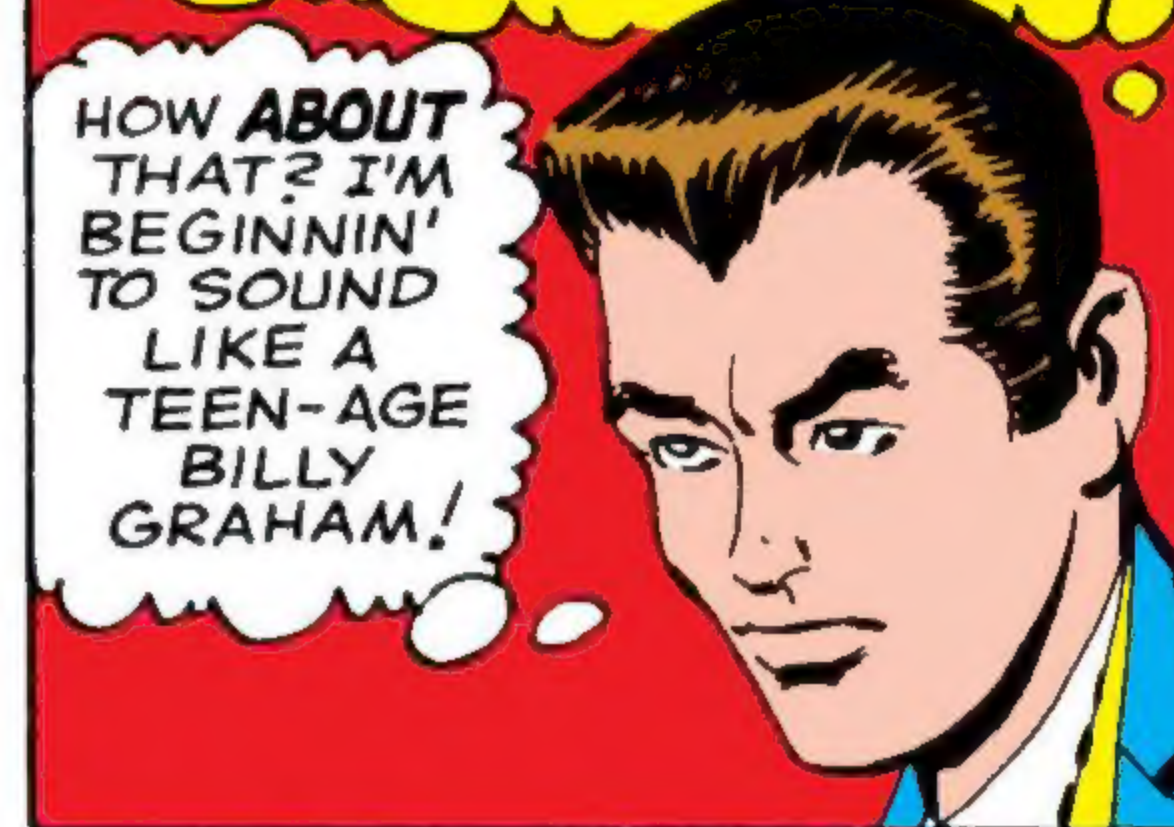
KNOW WHAT I LIKE ABOUT YOU, PARKER? YOU'RE SUCH A RUGGED, FEARLESS HE-MAN!



C'MON, GANG! THERE'S THE BELL FOR CLASS!

SOMEONE TAKE PARKER'S ARM! HE MAY STEP ON AN ANTHILL AND FAINT DEAD AWAY!

GO AHEAD, **LAUGH**, YOU BIRD-BRAINED CLOWN! SOMEDAY EVERYONE WILL REALIZE THAT IT'S ONLY THE PEOPLE WHO ARE INFERIOR **THEMSELVES** THAT KEEP PICKING ON OTHERS!



HOW **ABOUT** THAT? I'M BEGINNIN' TO SOUND LIKE A TEEN-AGE BILLY GRAHAM!

NOT LONG AFTERWARDS, BETTY BRANT RECEIVES A MYSTERIOUS PHONE CALL...



YES, THIS IS SHE! HELLO? WHO'S THERE?

HELLO? WHY DON'T YOU ANSWER--??

AND, AT THE OTHER END OF THE WIRE...

GOOD! NOW THAT I KNOW SHE IS BACK WORKING FOR THE DAILY BUGLE, I'LL BE ABLE TO USE **HER** AS BAIT TO CATCH SPIDER-MAN! HE RISKED HIS LIFE TO HELP HER ONCE BEFORE... SO WHY NOT AGAIN? *

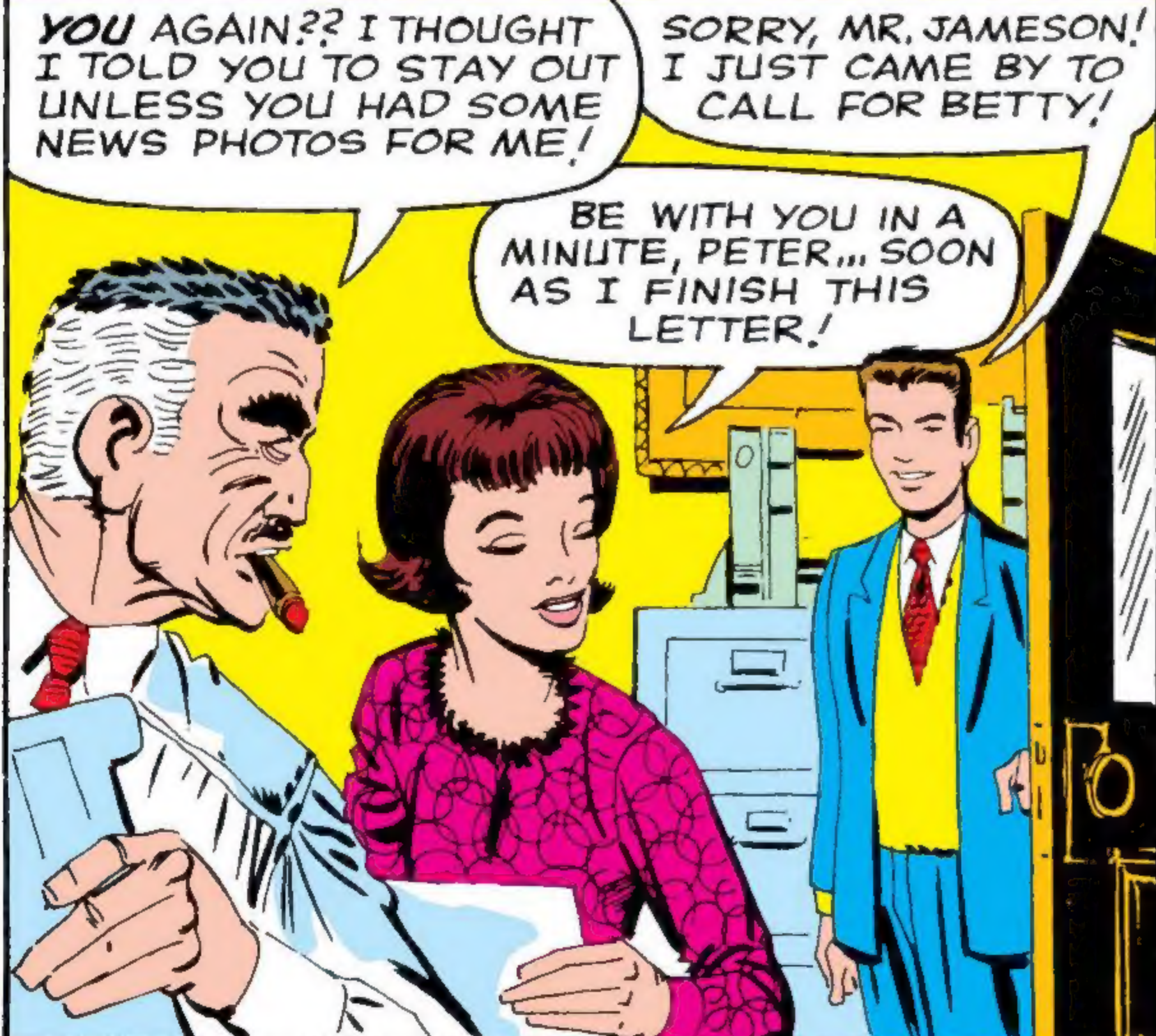


HE HUNG UP! IT SOUNDED LIKE-- OH NO! THAT'S IMPOSSIBLE! IT **CAN'T** BE!



GET TO **WORK**, MISS BRANT! I DON'T PAY YOU TO DAY-DREAM!

THEN, TOWARDS THE END OF THE DAY...

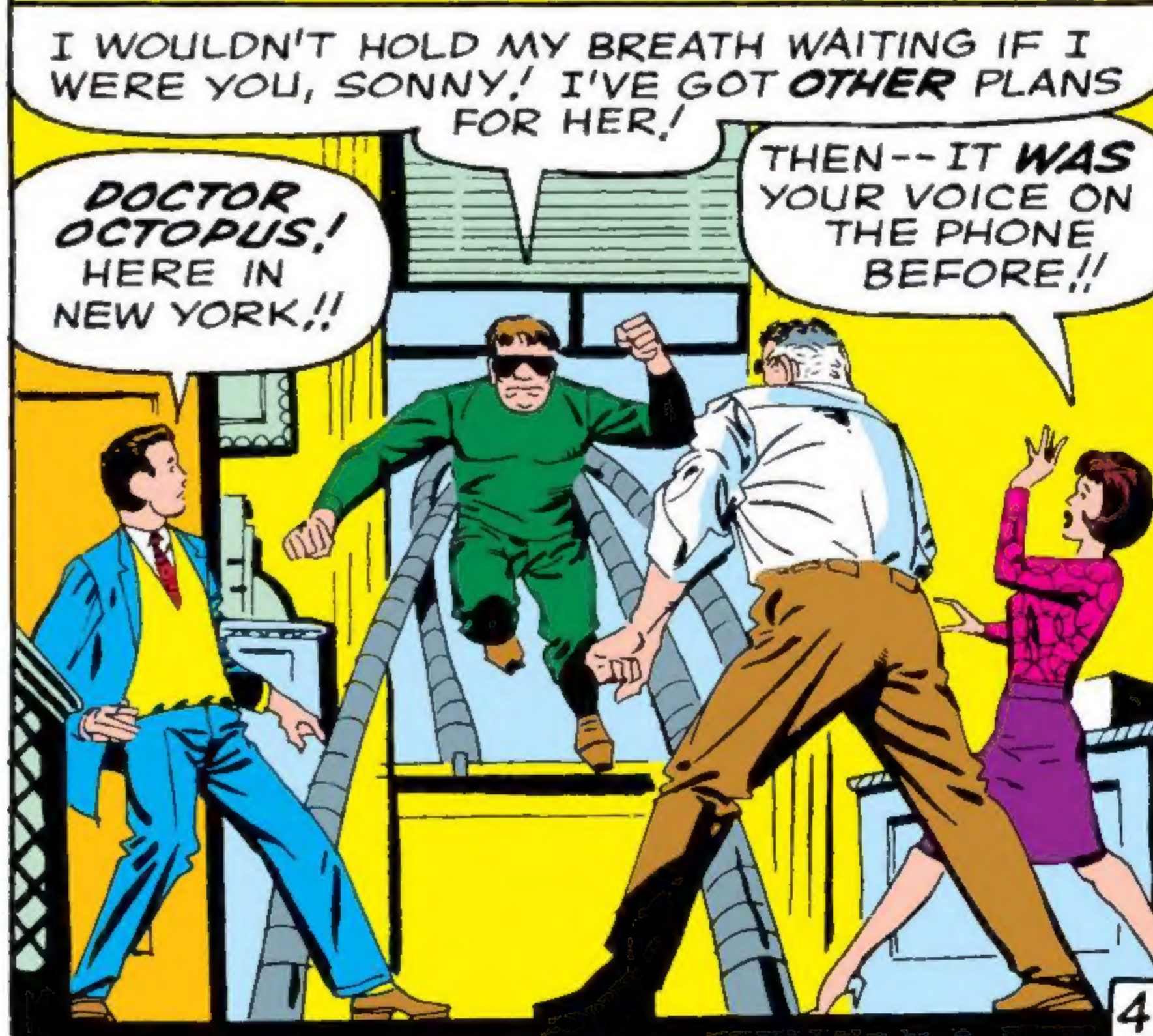


YOU AGAIN?? I THOUGHT I TOLD YOU TO STAY OUT UNLESS YOU HAD SOME NEWS PHOTOS FOR ME!

SORRY, MR. JAMESON! I JUST CAME BY TO CALL FOR BETTY!

BE WITH YOU IN A MINUTE, PETER... SOON AS I FINISH THIS LETTER!

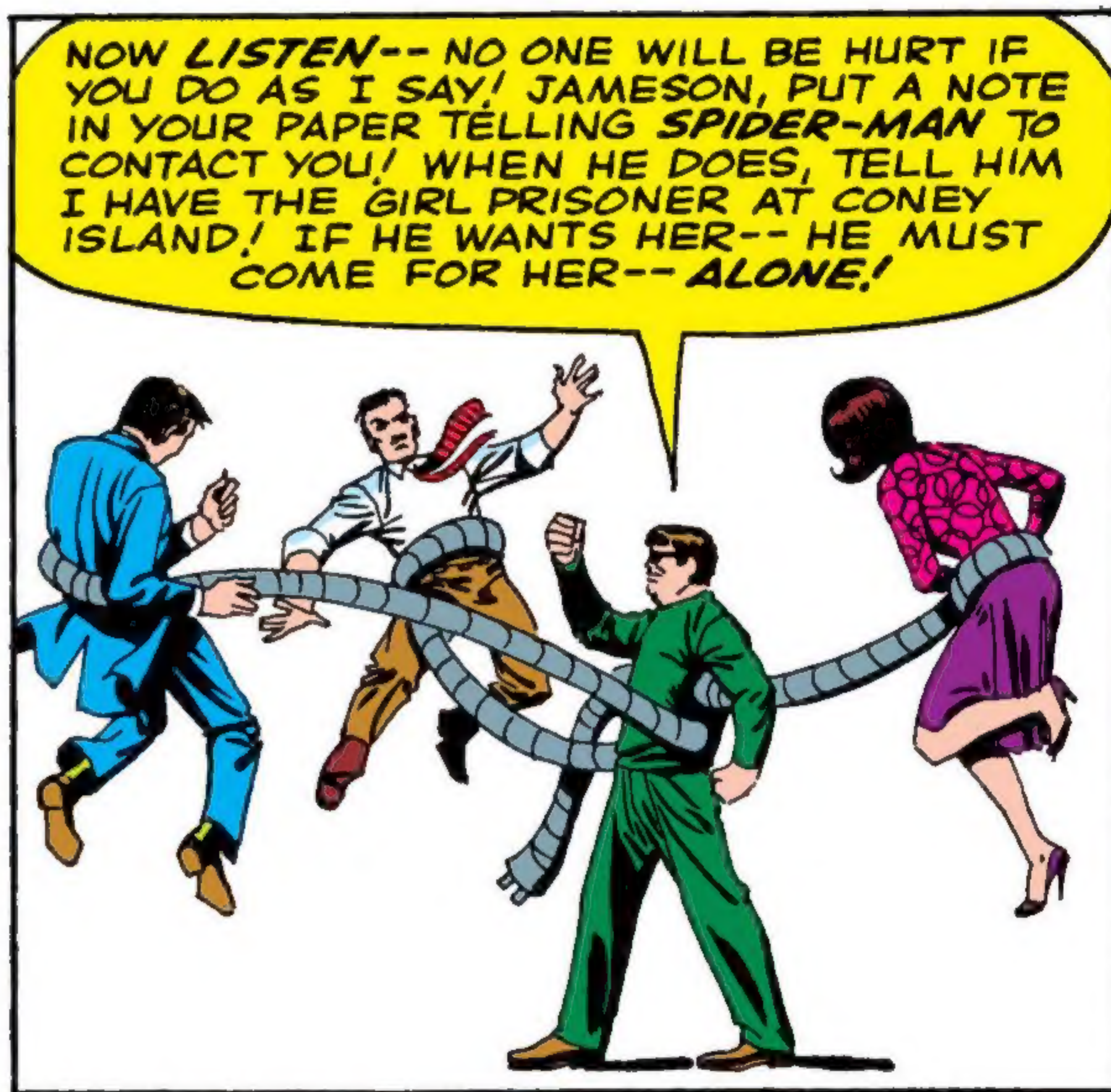
BUT SUDDENLY, A MOCKING, MENACING FORM APPEARS AT THE WINDOW...



I WOULDN'T HOLD MY BREATH WAITING IF I WERE YOU, SONNY! I'VE GOT **OTHER** PLANS FOR HER!

DOCTOR OCTOPUS! HERE IN NEW YORK!!

THEN-- IT **WAS** YOUR VOICE ON THE PHONE BEFORE!!

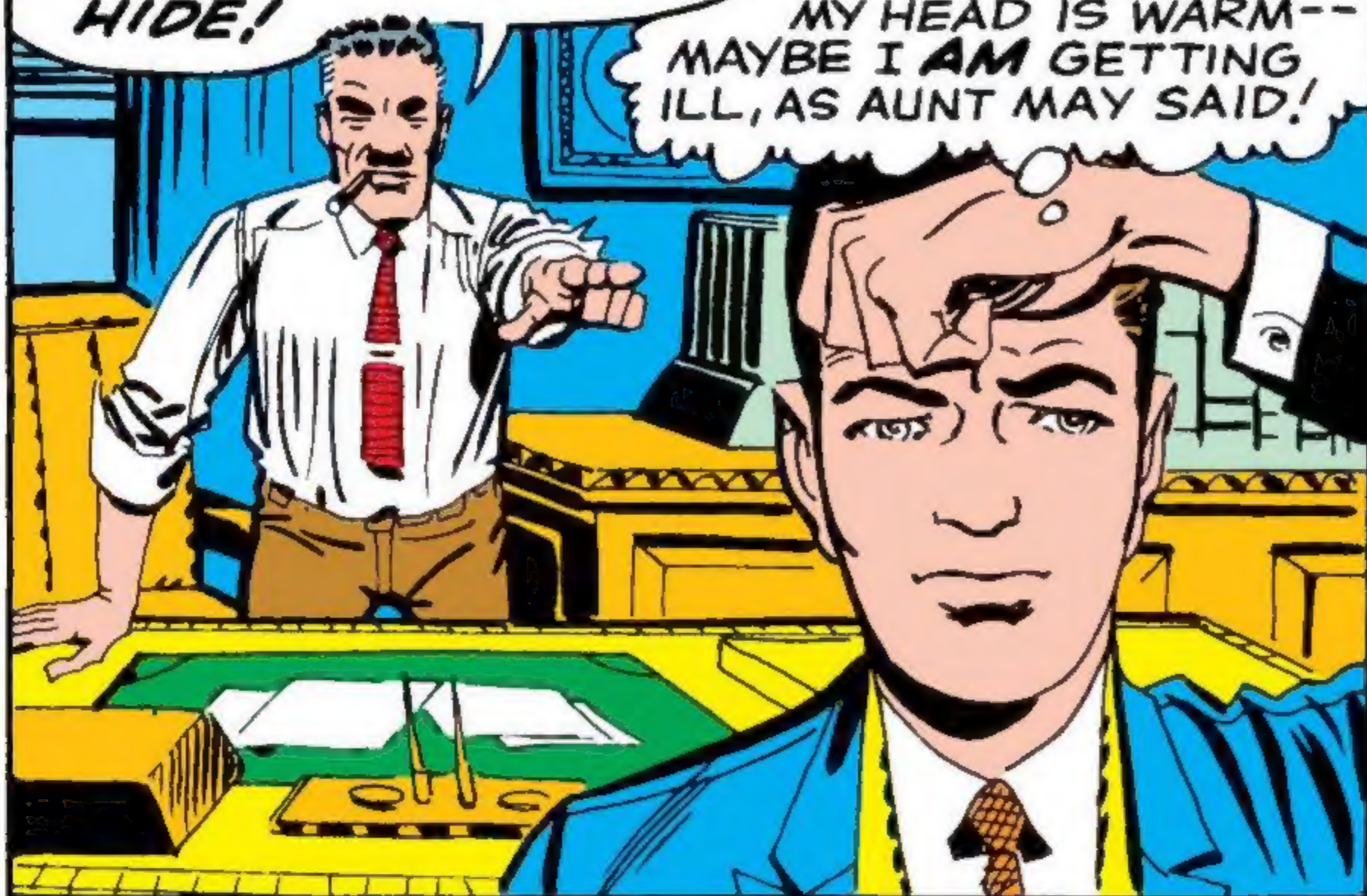


AND THEN, AS A SPECIAL, EXTRA EDITION OF THE BUGLE HITS THE NEWSSTANDS...

GET DOWN TO CONEY ISLAND, PARKER! WAIT FOR SPIDER-MAN TO SHOW UP! BRING PLENTY OF FILM! IF YOU BOTCH THIS ASSIGNMENT, I'LL HAVE YOUR **HIDE!**

DON'T WORRY-- **NOTHING** COULD KEEP ME AWAY!

STRANGE-- I FEEL KIND OF WOOSY-- MY HEAD IS WARM-- MAYBE I **AM** GETTING ILL, AS AUNT MAY SAID!



BUT, SHRUGGING OFF HIS OWN PROBLEM, PETER QUICKLY RUSHES TO AN ALLEY, WHERE HE CHANGES TO **SPIDER-MAN**, AND THEN...

MUST PRETEND I KNOW NOTHING ABOUT DOC OCK!

I SAW THE NOTICE IN YOUR PAPER, JAMESON! WHAT DO YOU WANT TO SEE ME ABOUT?

YOU!! TURN OFF THAT BLASTED BEAM! I'M NOT IMPRESSED WITH YOUR PHONY THEATRICS! BETTY BRANT HAS BEEN CAPTURED BY DR. OCTOPUS!



THEN, AFTER JAMESON HAS EXPLAINED...

NOW FOR CONEY ISLAND! HEY--I **MUST** BE SICK! I--I'M NOT CLINGING TO THE WALL AS WELL AS USUAL!



MEANWHILE...

EVEN THOUGH PARKER IS MY BEST FREE-LANCE PHOTOGRAPHER, I CAN'T TAKE ANY CHANCE OF HIM MUFFING THIS JOB! MAYBE I'D BETTER GET TO CONEY ISLAND **MYSELF!**



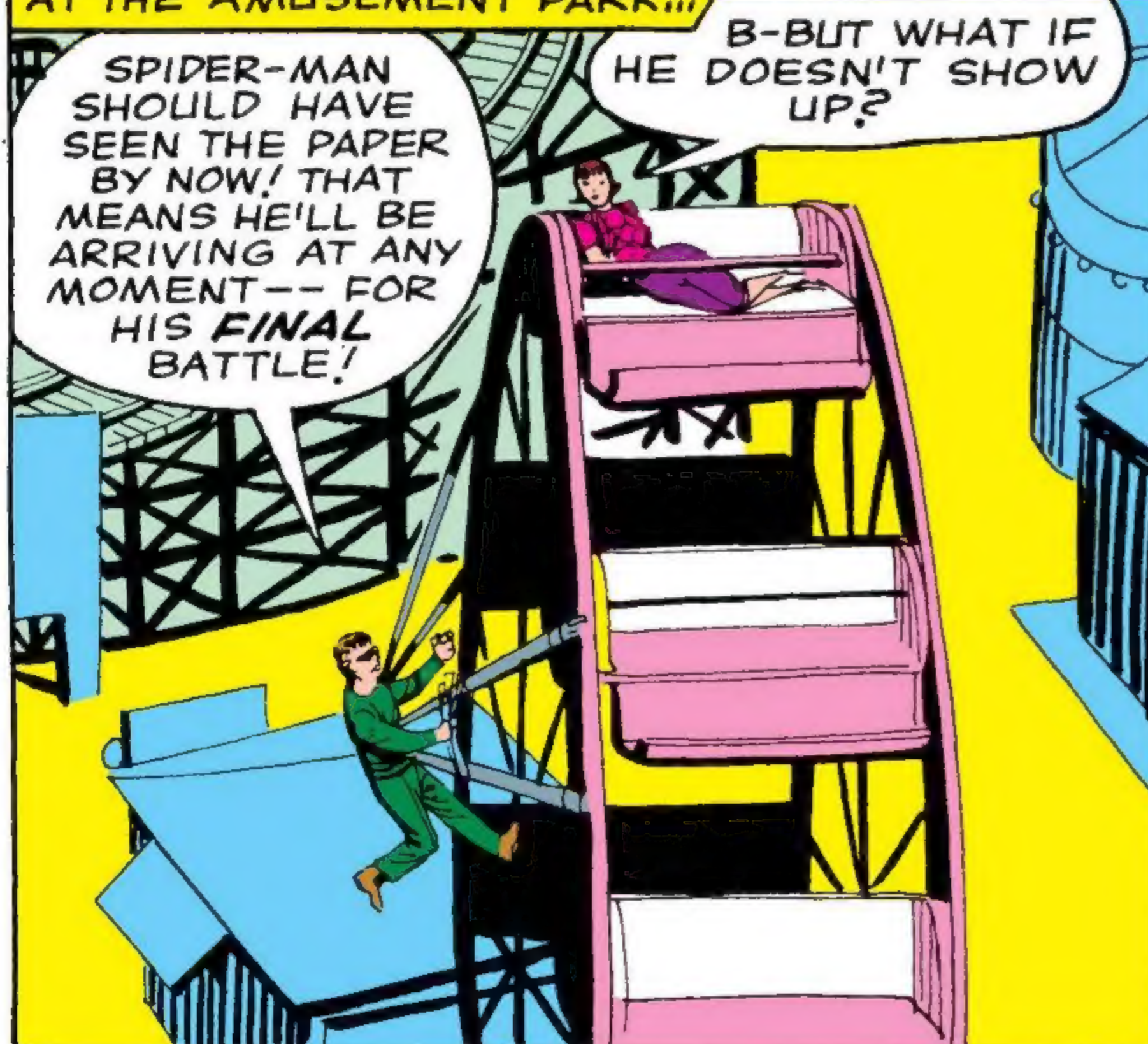
IT'S MID-WINTER, SO THE AMUSEMENTS WILL ALL BE SHUT DOWN FOR THE SEASON! I'LL MAKE SURE THAT DR. OCTOPUS DOESN'T SEE ME, BUT I'LL HAVE A CHANCE TO OBSERVE WHATEVER HAPPENS, FIRST HAND!



AND, ATOP THE HIGHEST ROLLER COASTER AT THE AMUSEMENT PARK...

SPIDER-MAN SHOULD HAVE SEEN THE PAPER BY NOW! THAT MEANS HE'LL BE ARRIVING AT ANY MOMENT-- FOR HIS **FINAL BATTLE!**

B-BUT WHAT IF HE DOESN'T SHOW UP?



THAT WILL BE TOO BAD, MY DEAR! FOR **YOU!** AND NOW, I'LL LOWER YOU TO THE GROUND, SO THE PHOTOGRAPHER CAN EASILY GET GOOD PICTURES OF MY VICTORY OVER THAT MASKED FOOL! THOSE PICTURES, FOR THE 'WORLD TO SEE, WILL BE SPIDER-MAN'S GREATEST HUMILIATION!





THE PHOTOGRAPHER ISN'T HERE YET! HE'D BETTER SHOW UP, OR HE'LL LIVE TO REGRET IT!

PERHAPS IF I KEEP PRYING AT THE KNOT WITH MY LONG FINGERNAILS, I CAN FREE MYSELF WHILE DR. OCTOPUS ISN'T LOOKING!



AND, ENTERING THE PARK AT THAT MOMENT...

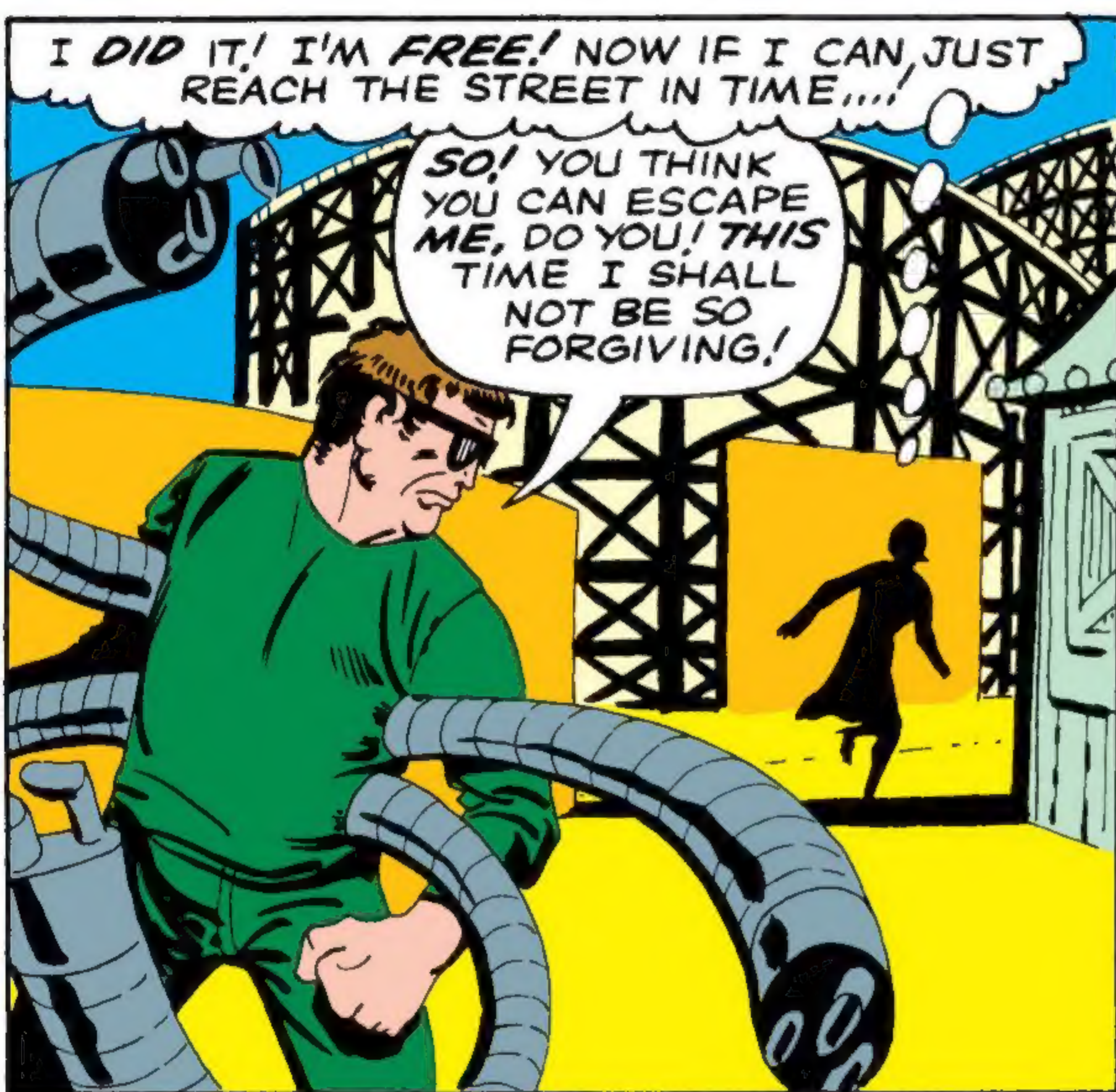
CAN HARDLY STAND--MY FEET FEEL LIKE RUBBER! OF ALL THE TIMES FOR ME TO GET A VIRUS ATTACK...

BUT I CAN'T LET IT STOP ME! I'VE GOT TO SAVE BETTY--GOT TO FIND DR. OCTOPUS...



IF ONLY I DIDN'T FEEL SO WEAK! IF I COULD JUST LIE DOWN FOR--

WAIT! THERE HE IS! I'VE GOT TO GO THRU WITH IT NOW!



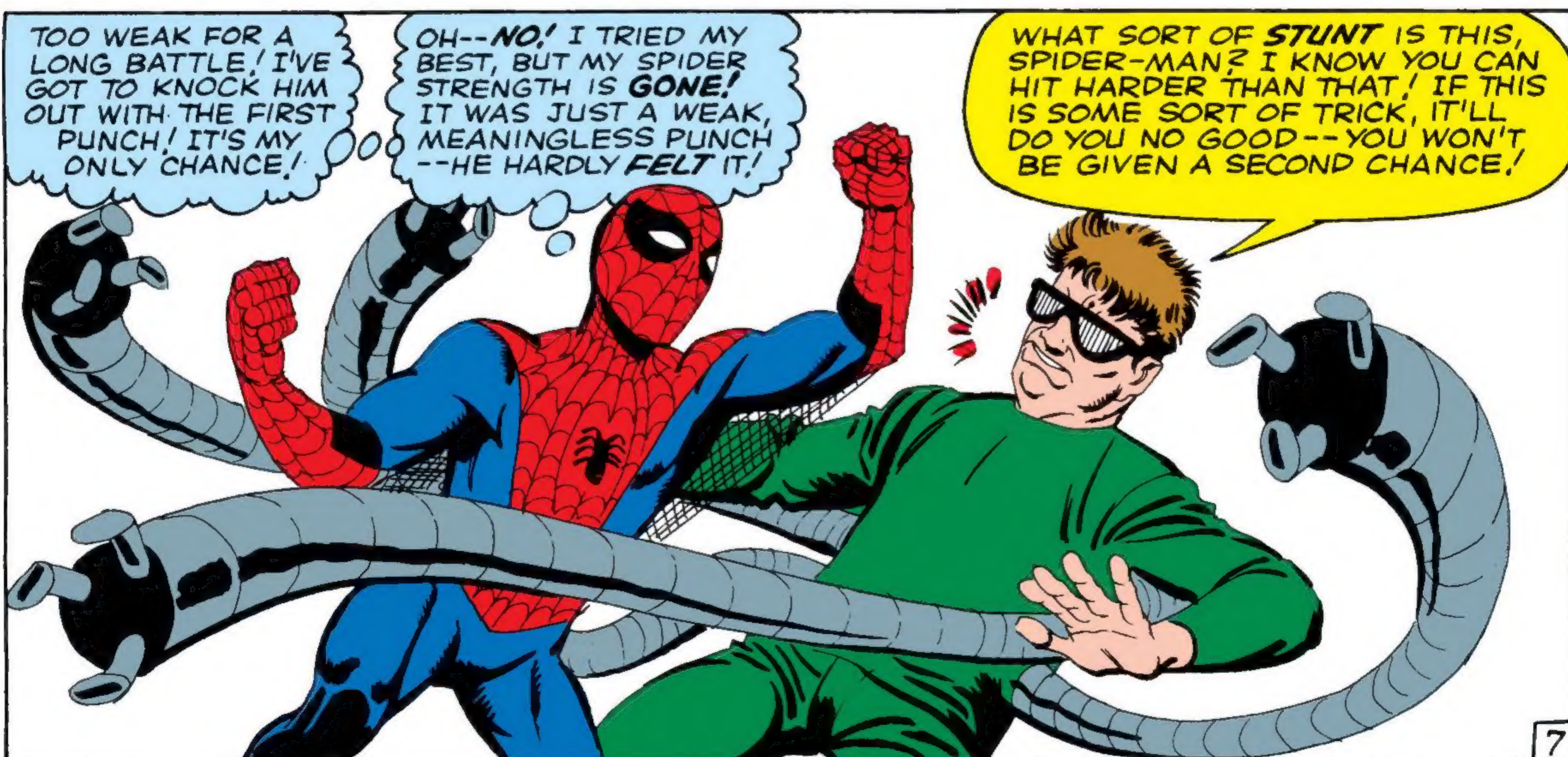
I DID IT! I'M FREE! NOW IF I CAN, JUST REACH THE STREET IN TIME...

SO! YOU THINK YOU CAN ESCAPE ME, DO YOU! THIS TIME I SHALL NOT BE SO FORGIVING!



HE'S REACHING FOR BETTY! IT'S NOW OR NEVER!

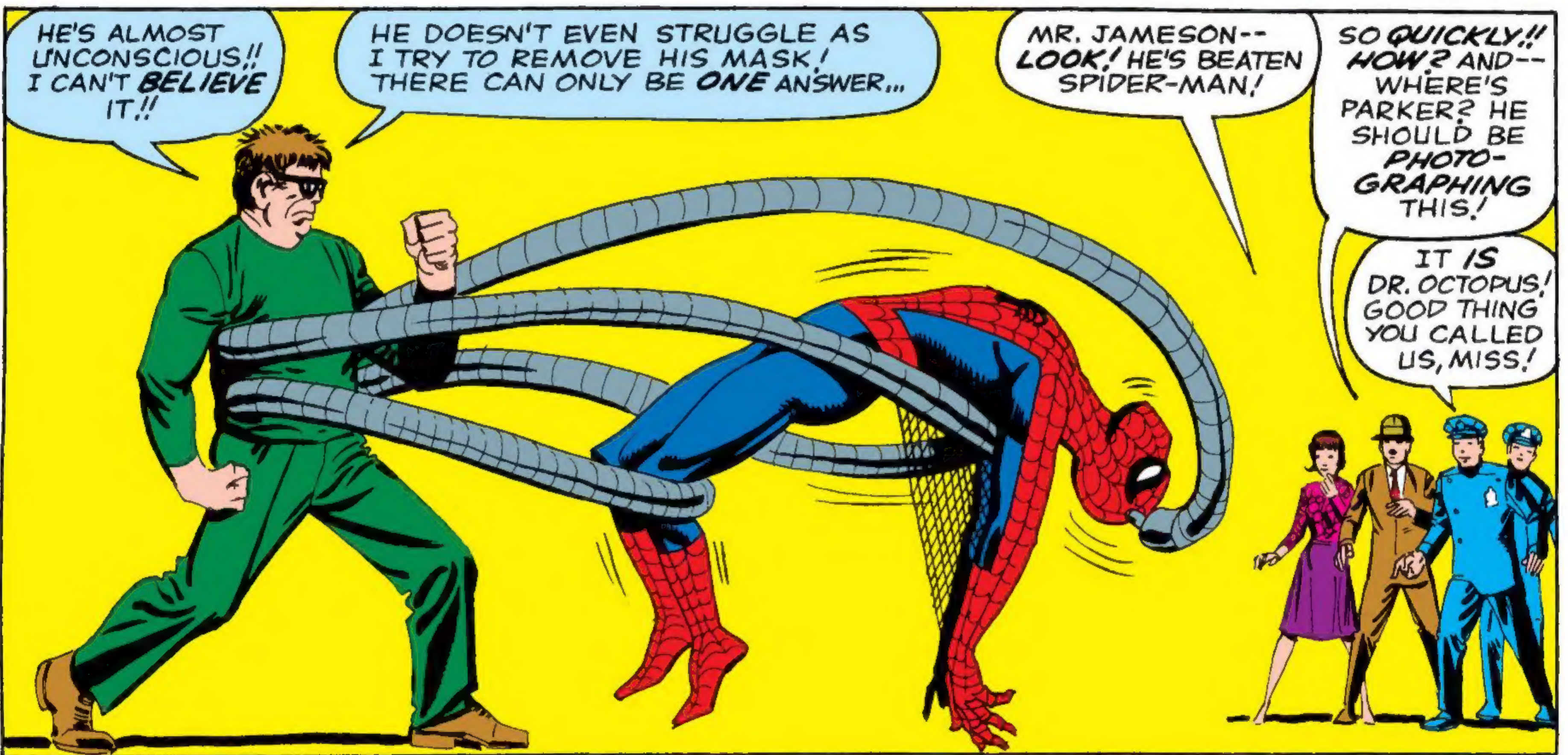
HOLD IT, OCTOPUS! I'M THE ONE YOU WANT--AND NOW I'VE GOT YOU!



TOO WEAK FOR A LONG BATTLE! I'VE GOT TO KNOCK HIM OUT WITH THE FIRST PUNCH! IT'S MY ONLY CHANCE!

OH--NO! I TRIED MY BEST, BUT MY SPIDER STRENGTH IS GONE! IT WAS JUST A WEAK, MEANINGLESS PUNCH--HE HARDLY FELT IT!

WHAT SORT OF STUNT IS THIS, SPIDER-MAN? I KNOW YOU CAN HIT HARDER THAN THAT! IF THIS IS SOME SORT OF TRICK, IT'LL DO YOU NO GOOD--YOU WON'T BE GIVEN A SECOND CHANCE!





BAH!! TAKE YOUR PUNY HERO! HE'S OF NO INTEREST TO ME! IT'S THE **REAL** SPIDER-MAN I'M AFTER!!



BEFORE ANYONE CAN RECOVER THEIR BALANCE, THE SUPER-AGILE DR. OCTOPUS' DISAPPEARS INTO THE NIGHT...

I WAS **SURE** SPIDER-MAN WOULD SHOW UP! PERHAPS THE **POLICE** SCARED HIM OFF!

BUT I'LL FIND HIM SOONER OR LATER! I'LL NEVER REST TILL I'VE SMASHED HIM!



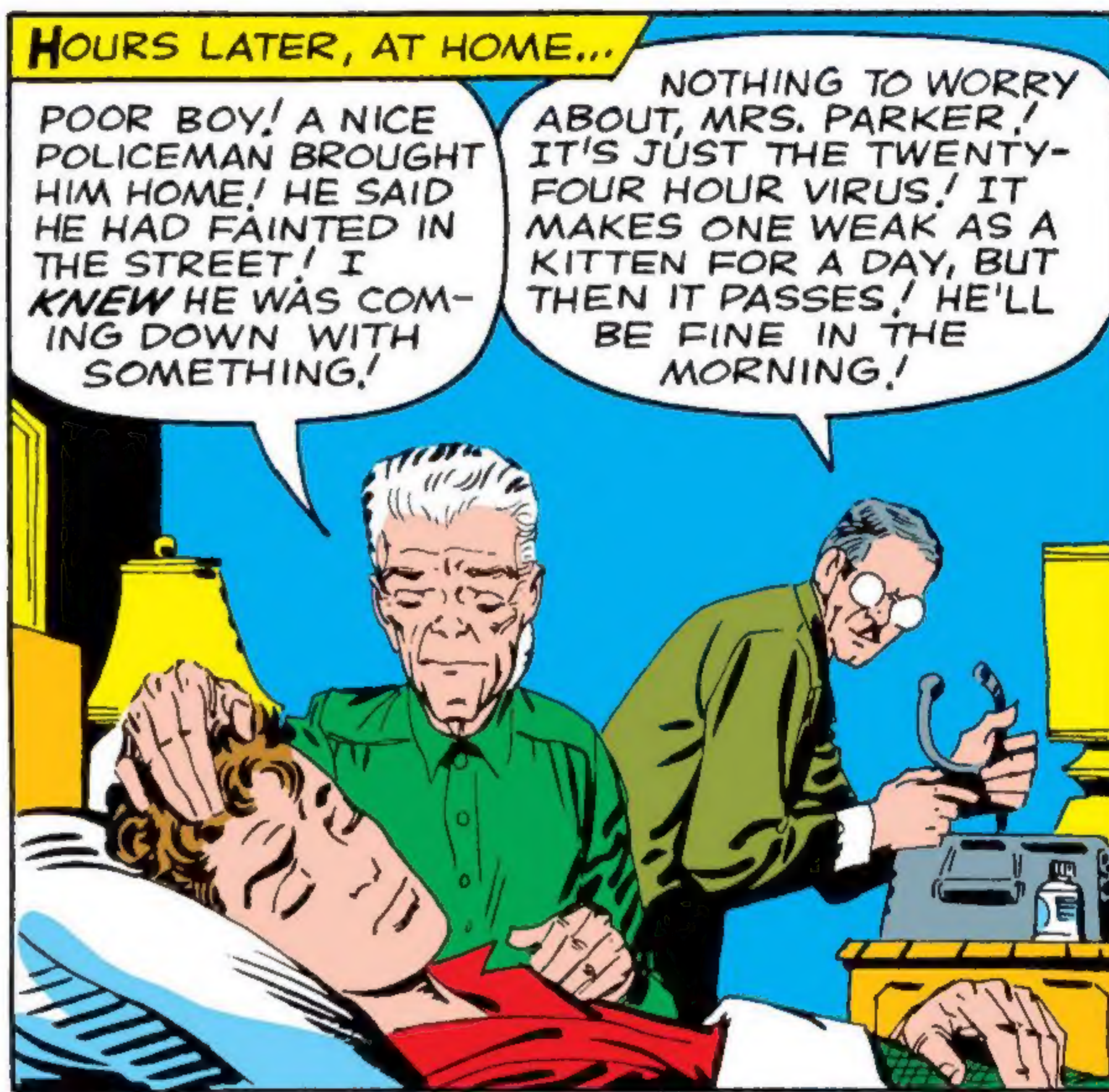
JAMESON, NEXT TIME YOU WITHHOLD INFORMATION FROM US, IT'LL GO **HARD** WITH YOU! IF YOU HAD **TOLD** US ABOUT THIS, WE WOULD HAVE SET A **TRAP** FOR OCTOPUS AND CAUGHT HIM BY NOW!

BUT YOU THOUGHT MORE OF AN EXCLUSIVE **STORY** THAN ANYTHING ELSE!



OH, PETER-- PETER! YOU DEAR, FOOLISH, WONDERFUL BOY!! WHY DID YOU **DO** IT?? IF ANYTHING HAD **HAPPENED** TO YOU--!!

I BETTER NOT YELL AT PARKER NOW, IN FRONT OF THE POLICE! THEY'RE ANGRY ENOUGH AT ME NOW! THIS SURE WAS ONE BIG **FLOP!!** HE'LL BE ALRIGHT, MISS! WE'LL SEE THAT HE GETS HOME SAFELY! HE'S A PRETTY BRAVE KID, IMPERSONATING SPIDER-MAN AND TACKLING DR. OCTOPUS LIKE THAT!



HOURS LATER, AT HOME...

POOR BOY! A NICE POLICEMAN BROUGHT HIM HOME! HE SAID HE HAD FAINTED IN THE STREET! I **KNEW** HE WAS COMING DOWN WITH SOMETHING!

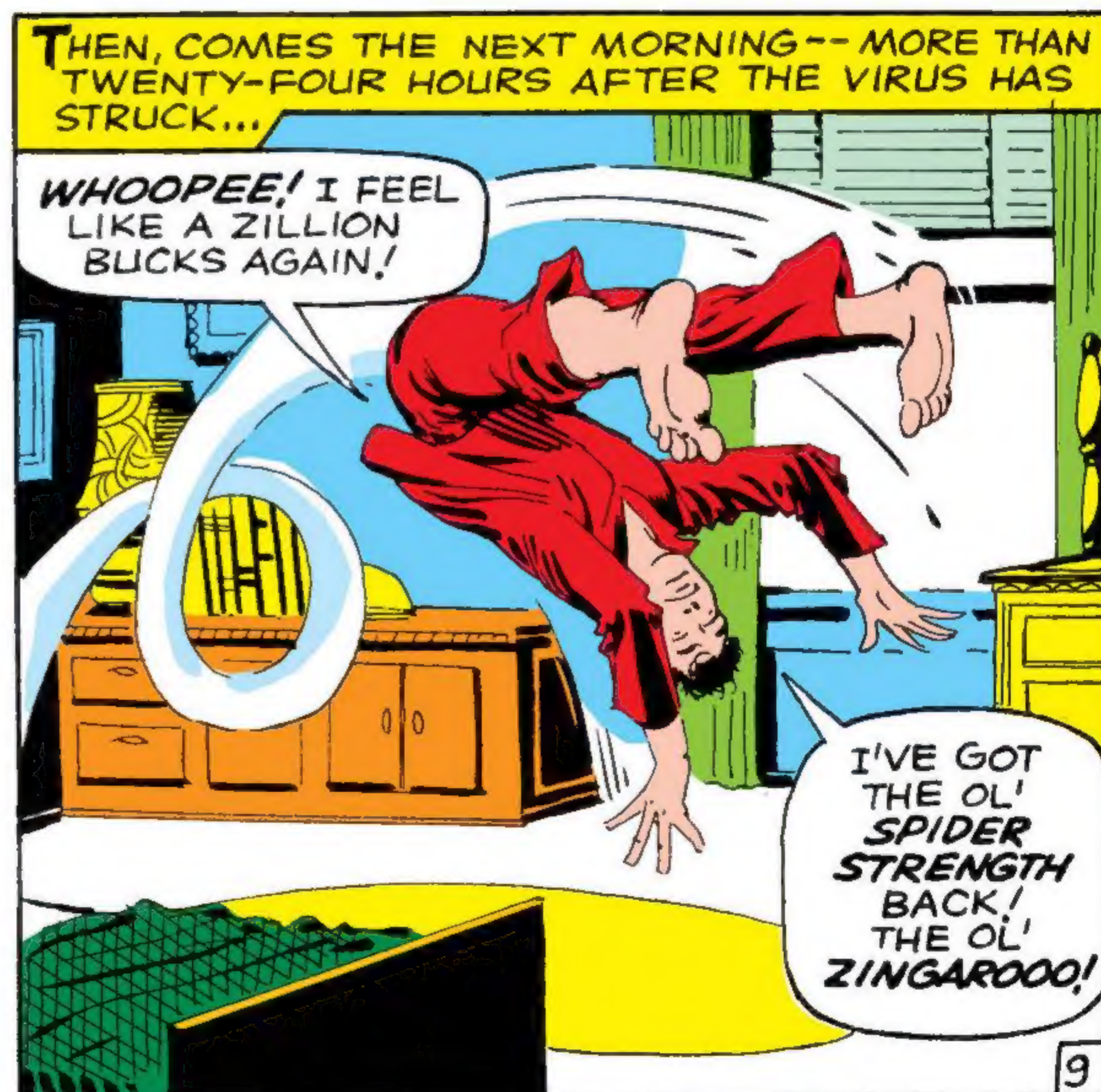
NOTHING TO WORRY ABOUT, MRS. PARKER! IT'S JUST THE TWENTY-FOUR HOUR VIRUS! IT MAKES ONE WEAK AS A KITTEN FOR A DAY, BUT THEN IT PASSES! HE'LL BE FINE IN THE MORNING!



AS PETER SLEEPS, HIS REST IS BROKEN BY A TROUBLED DREAM...

WHAT **ARE** YOU? SOME KINDA **NUT** OR SOMETHING?? YOU SHOULD HAVE YOUR **HEAD** EXAMINED FOR APPEARING AS SPIDER-MAN WHEN YOU WERE SO WEAK! YOU **KNOW** THAT VIRUSES ARE THE ONE THING EVEN YOUR SPIDER STRENGTH CAN'T RESIST!

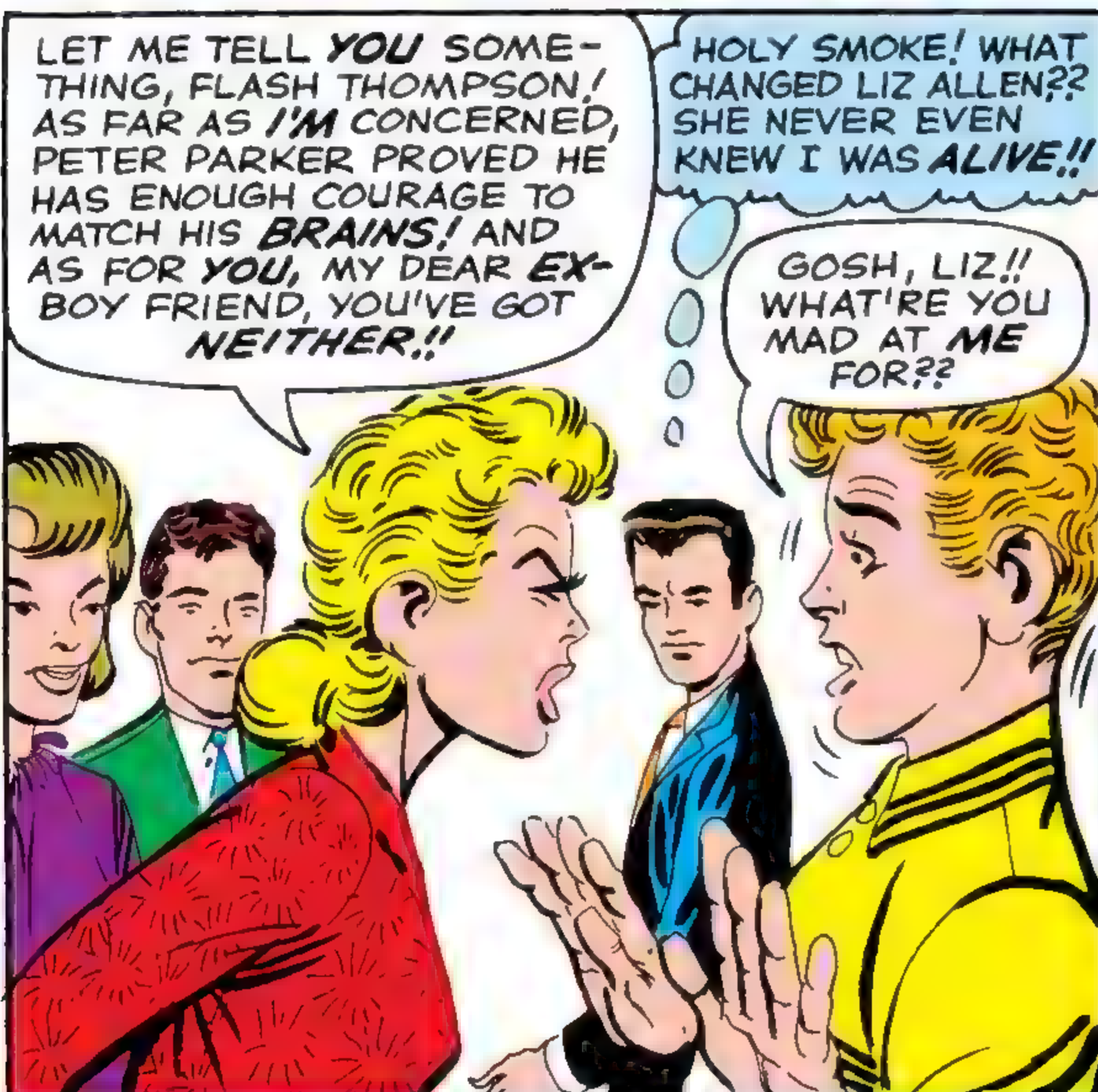
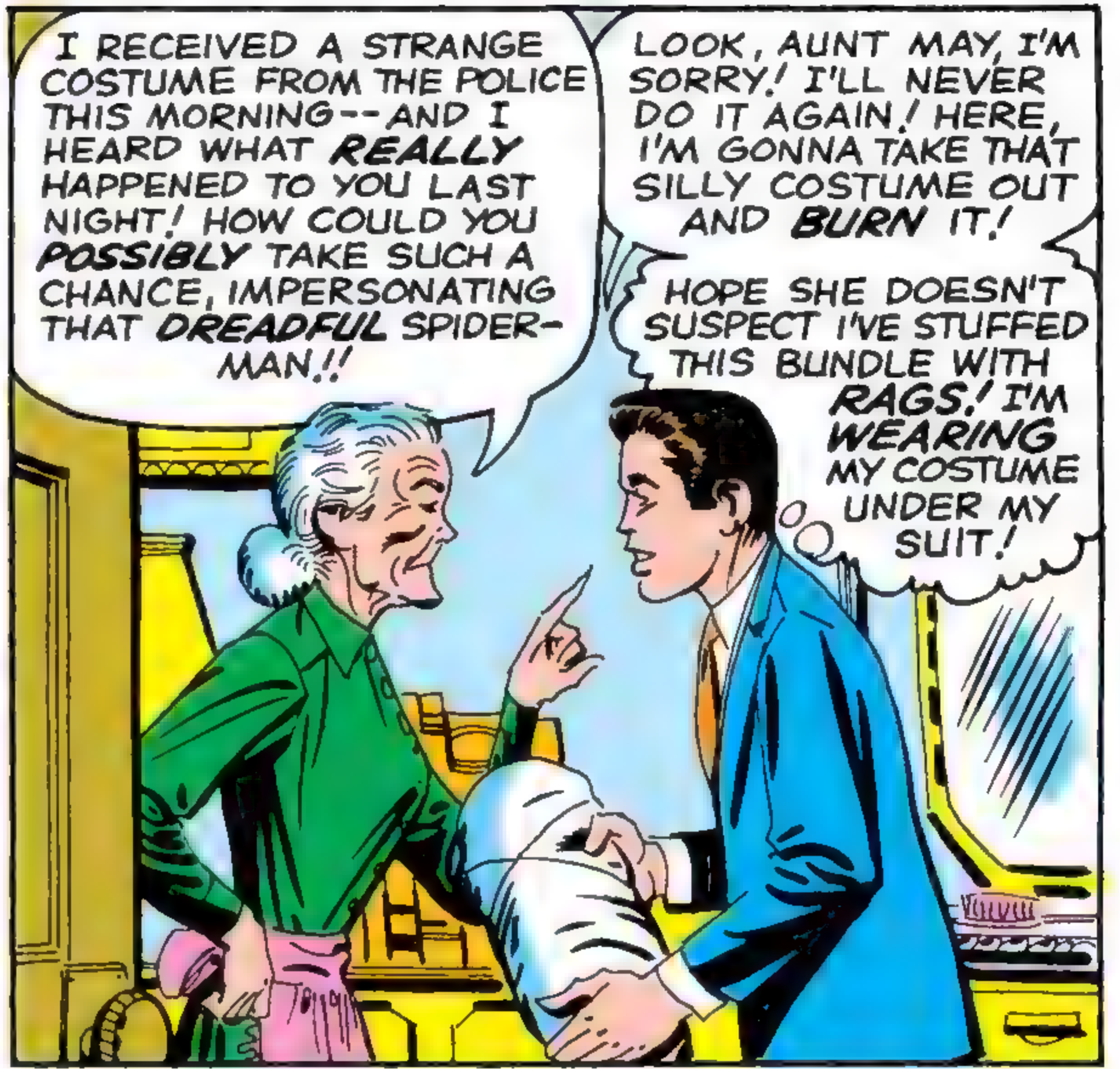
BUT--I WAS SO WORRIED-- ABOUT BETTY-- SO WORRIED--

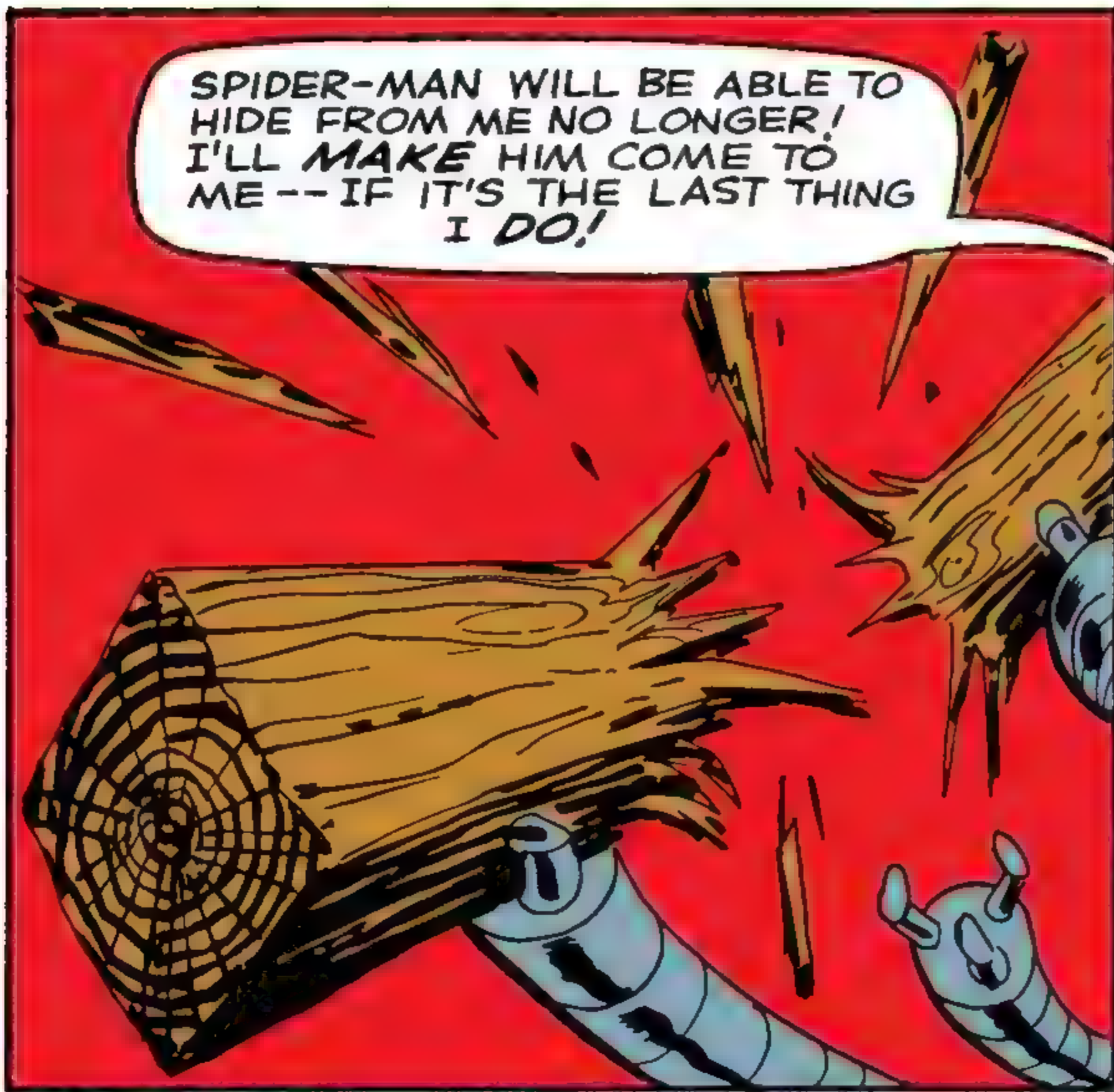


THEN, COMES THE NEXT MORNING-- MORE THAN TWENTY-FOUR HOURS AFTER THE VIRUS HAS STRUCK...

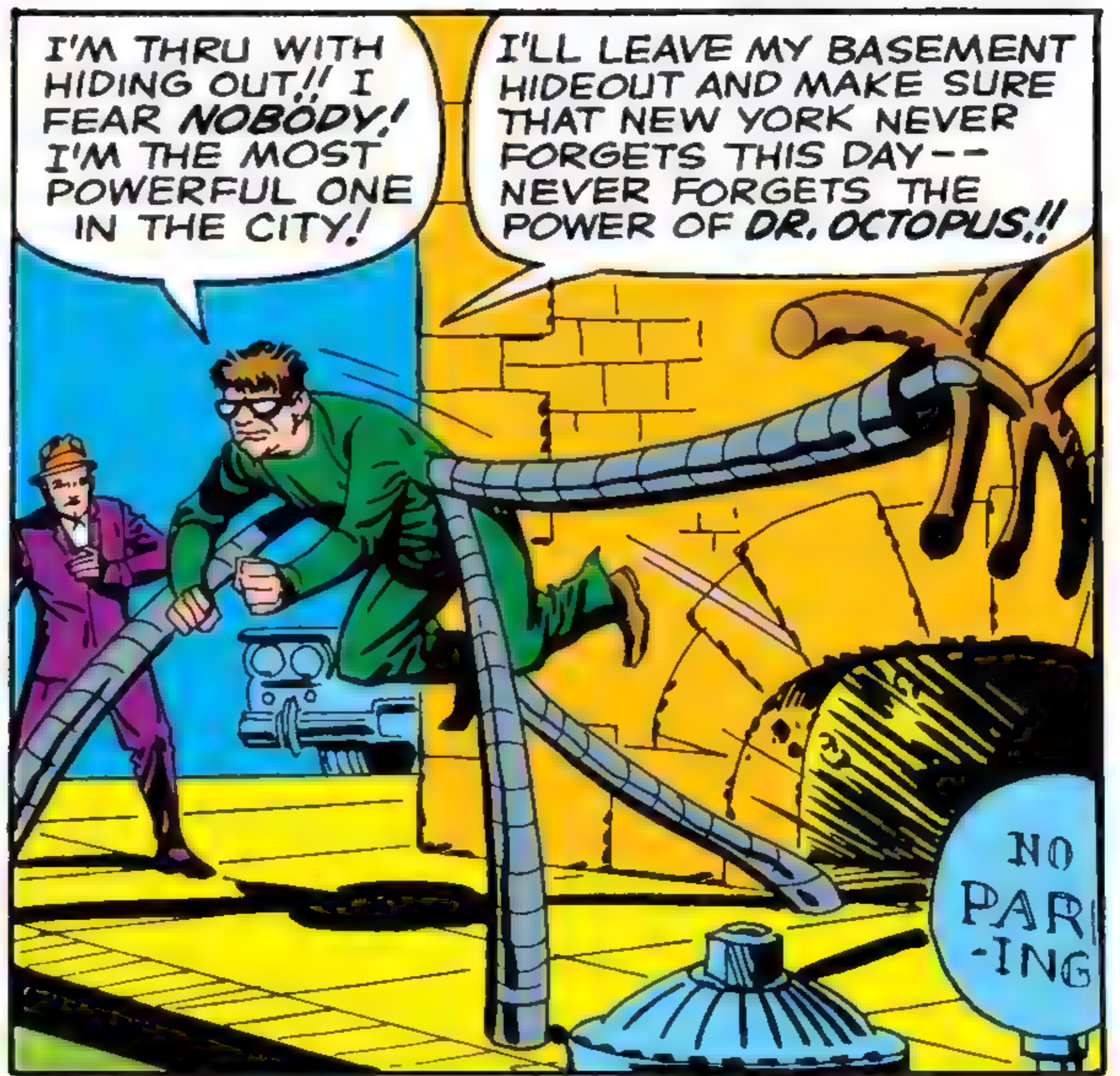
WHOOPEE! I FEEL LIKE A ZILLION BUCKS AGAIN!

I'VE GOT THE OL' **SPIDER STRENGTH** BACK! THE OL' **ZINGAROOO!**





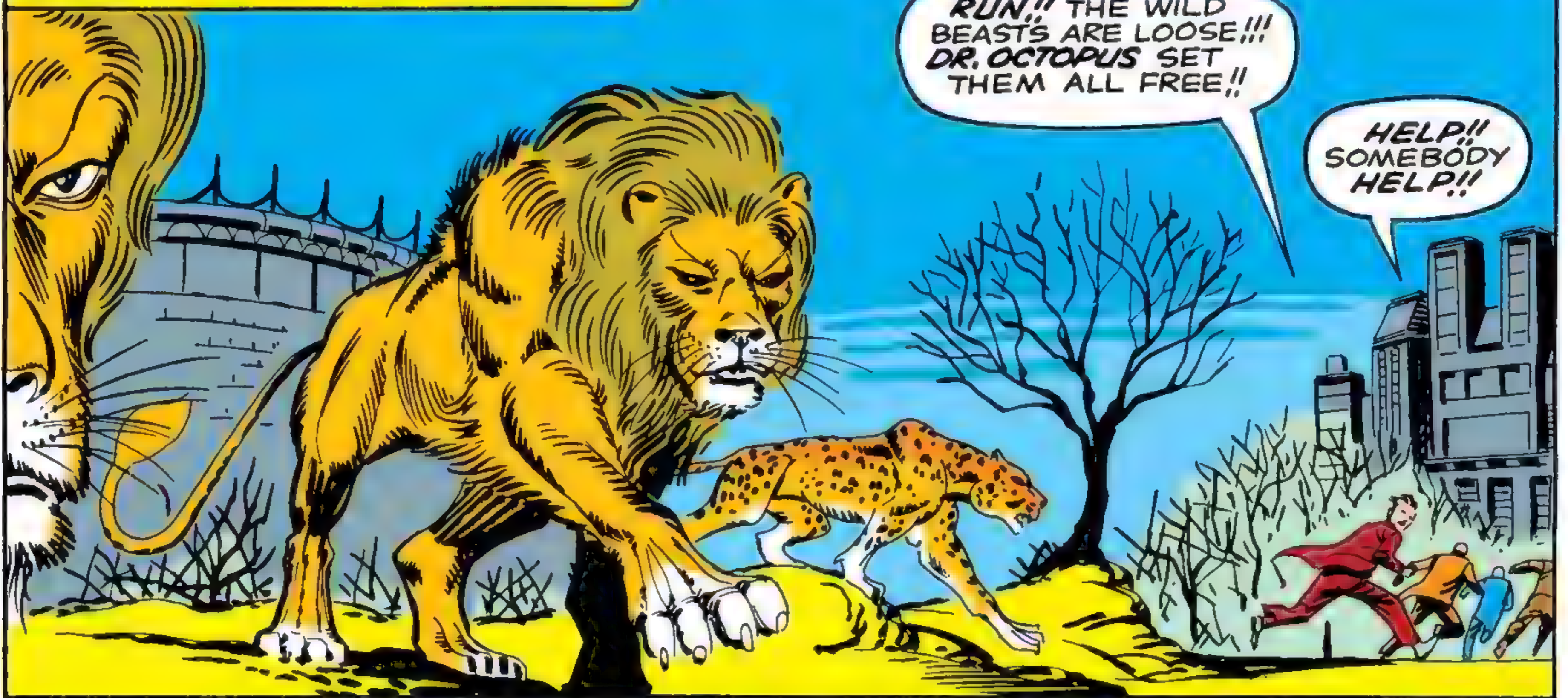
SPIDER-MAN WILL BE ABLE TO HIDE FROM ME NO LONGER! I'LL **MAKE** HIM COME TO ME -- IF IT'S THE LAST THING I **DO!**



I'M THRU WITH HIDING OUT!! I FEAR **NOBODY!** I'M THE MOST POWERFUL ONE IN THE CITY!

I'LL LEAVE MY BASEMENT HIDEOUT AND MAKE SURE THAT NEW YORK NEVER FORGETS THIS DAY -- NEVER FORGETS THE POWER OF **DR. OCTOPUS!!**

LATER, AT THE OUTSKIRTS OF THE ZOO...



RUN!! THE WILD BEASTS ARE LOOSE!!! **DR. OCTOPUS** SET THEM ALL FREE!!

HELP!!
SOMEBODY
HELP!!

WITHIN SECONDS, THE POLICE ARE ON THE SCENE, WORKING VALIANTLY TO TRAP THE RAMPAGING BEASTS BEFORE ANYONE CAN BE INJURED!!



CAREFUL, JOE! THIS BABY'S A **KILLER!!**

WE CAN'T **AFFORD** TO BE CAREFUL, BILL! TOO MANY LIVES MAY BE AT **STAKE!!**

MEANWHILE, A SHORT DISTANCE AWAY...



THIS IS **NUTS!** LIZ WOULDN'T GIVE ME A TUMBLE BEFORE -- BUT NOW SHE'S FOLLOWIN' ME AROUND LIKE A **LOVESICK** CALF!

PETER, WAIT FOR ME! I'LL WALK HOME WITH YOU! I WANT TO ASK YOU **SOME-THING...**

LIZ-- WAIT! I THOUGHT WE WERE GOIN' **BOWLING** THIS AFTERNOON! LIZ--!!

THEN, QUICKLY ROUNDING A CORNER, THE AMAZING TEEN-AGER MOVES LIKE A STREAK...

NO ONE'S LOOKING! NOW'S MY CHANCE!

PETE'S GONE! I **LOST** HIM!

FLASH THOMPSON! I'LL THANK YOU TO STOP FOLLOWING ME!

BUT, LIZ, YOU CAN'T BE SERIOUS ABOUT PUNY PARKER!! **HE'S NOT YOUR TYPE!** YOU USED TO SAY SO YOURSELF!

WELL, PERHAPS I'VE GROWN MATURE ENOUGH TO REALIZE A BOY NEEDS **MORE** THAN A FOOTBALL LETTER TO REALLY BE A **MAN!**

SAY-- WHAT'S ALL THAT **SHOUTING** UP AHEAD! I'D BETTER HAVE A **LOOK!**

WOW! THAT LION MUST HAVE ESCAPED FROM THE ZOO! IT'S ABOUT TO ATTACK THAT CROWD OF PEOPLE!!

A LION!! HELP!

RUN! HE'S GOING TO LEAP AT US!!

I'VE NEVER FOUGHT ANYTHING LIKE **THIS** BEFORE-- BUT THERE'S ALWAYS A **FIRST** TIME!!

HERE COME THE POLICE-- WITH A **NET!**

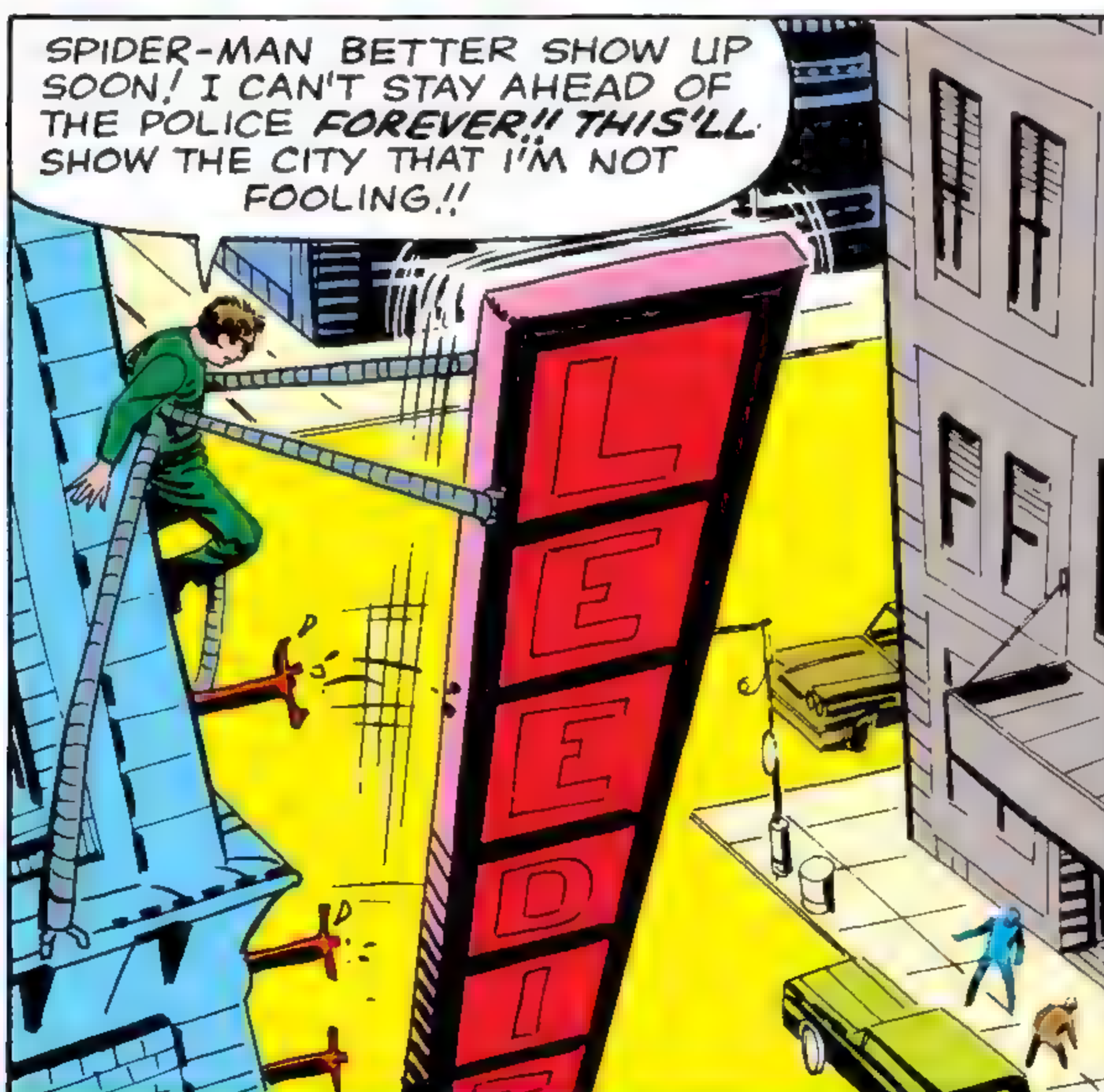
HE'S ALL **YOURS, FELLAS!**

QUICK! GET THE NET AROUND HIM!!

MUCH OBLIGED, SPIDER-MAN! WE'VE HAD OUR HANDS FULL WITH THESE ESCAPED BEASTS!

ESCAPED BEASTS?? THAT MEANS THERE'S **MORE!!** UH OH!! HERE'S ANOTHER ONE **NOW!**





WATCHING FROM A WINDOW AT THE *DAILY BUGLE* BUILDING, WE FIND --

WELL, WELL!! SO SPIDER-MAN FINALLY CAME OUT OF HIDING AT LAST!! UNLESS IT'S THAT IDIOTIC PETER PARKER AGAIN!!

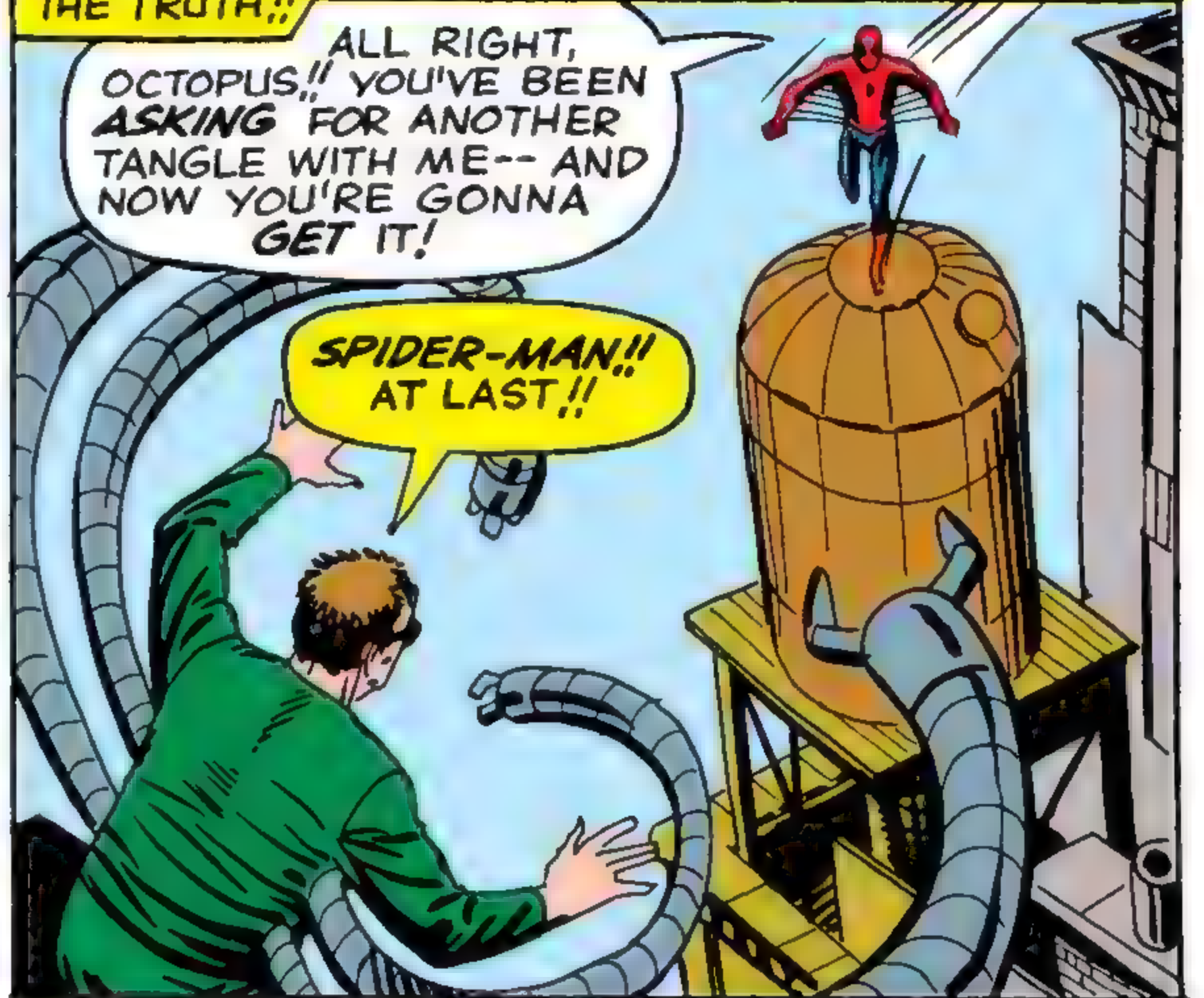
DON'T SAY THAT, MR. JAMESON! IT **MUSTN'T** BE PETER--IT JUST **MUSTN'T**!!



BUT JAMESON AND BETTY BRANT ARE **BOTH** RIGHT! IT **IS** THE REAL SPIDER-MAN... AND IT'S **ALSO** PETER PARKER-- ALTHOUGH **THIS** TIME NOBODY SUSPECTS THE TRUTH!!

ALL RIGHT, OCTOPUS!! YOU'VE BEEN **ASKING** FOR ANOTHER TANGLE WITH ME-- AND NOW YOU'RE GONNA **GET** IT!

SPIDER-MAN!! AT LAST!!



THIS TIME, YOU WEB-SHOOTING FREAK, I'LL SHOW YOU NO MERCY!!

WHAT DO YOU MEAN **THIS** TIME?? A FLORENCE NIGHTINGALE YOU'VE **NEVER** BEEN!



AND, A FEW STORIES BELOW--

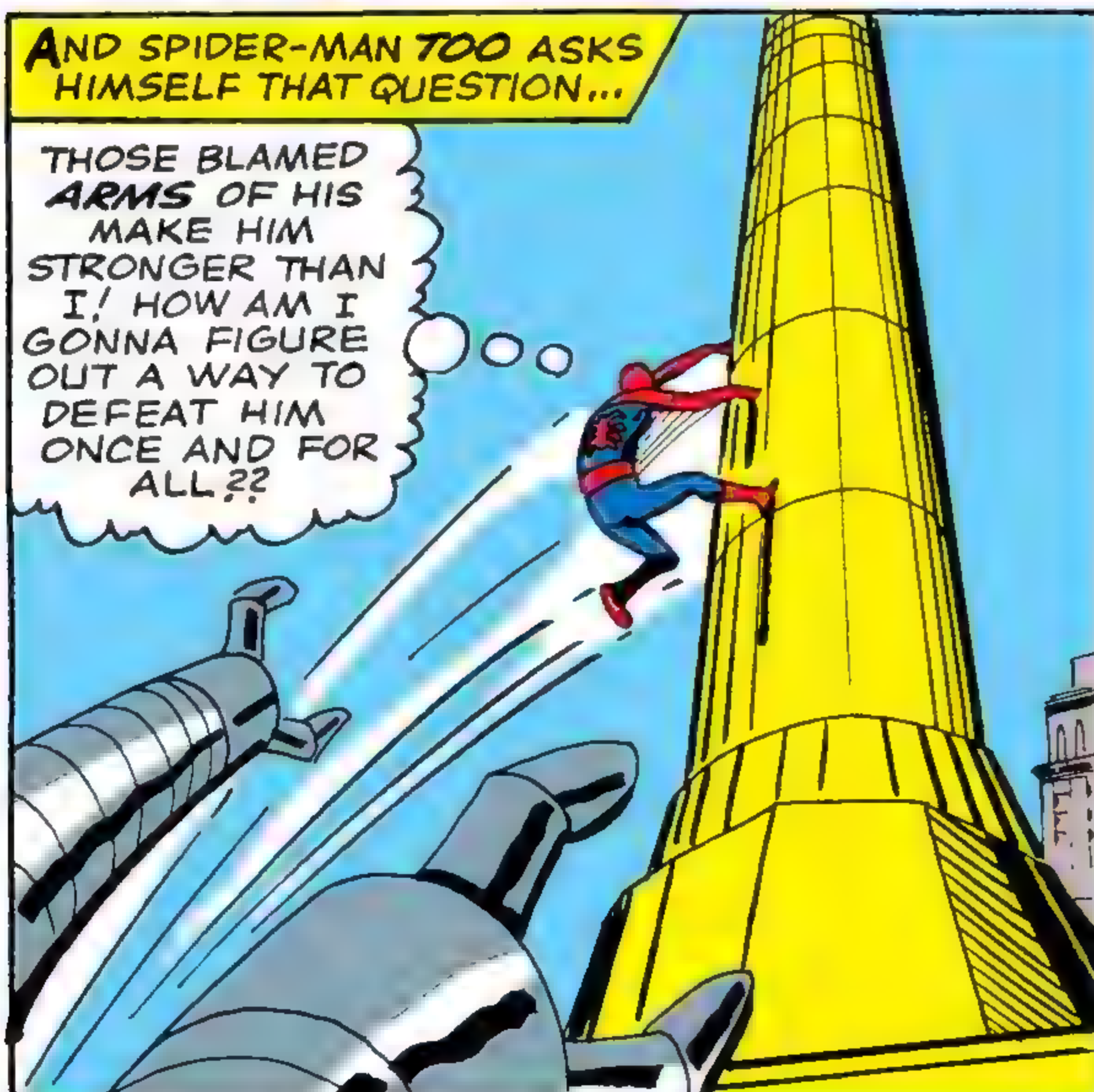
BLAST HIM! THAT'S THE **REAL** SPIDER-MAN, ALL RIGHT!! PARKER WOULD NEVER HAVE HAD THE **NERVE** TO SOAK ME THAT WAY!

OHH, MISTER JAMESON!! DR. OCTOPUS IS SO MUCH BIGGER -- SO MUCH MORE VICIOUS! WHAT CHANCE WILL SPIDER-MAN HAVE??



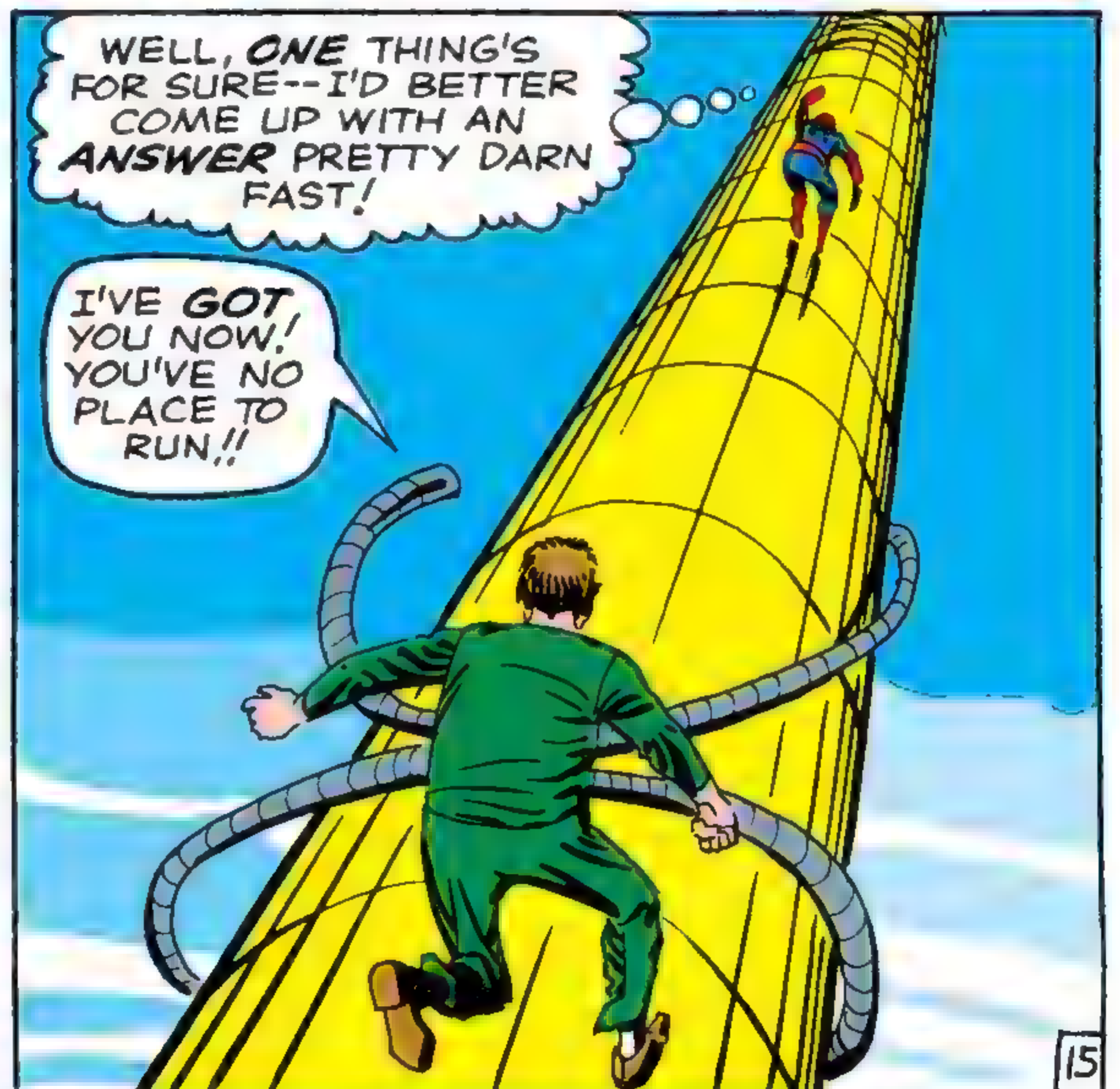
AND SPIDER-MAN **TOO** ASKS HIMSELF THAT QUESTION...

THOSE **BLAMED ARMS** OF HIS MAKE HIM STRONGER THAN I! HOW AM I GONNA FIGURE OUT A WAY TO DEFEAT HIM ONCE AND FOR ALL??



WELL, **ONE** THING'S FOR SURE--I'D BETTER COME UP WITH AN **ANSWER** PRETTY DARN FAST!

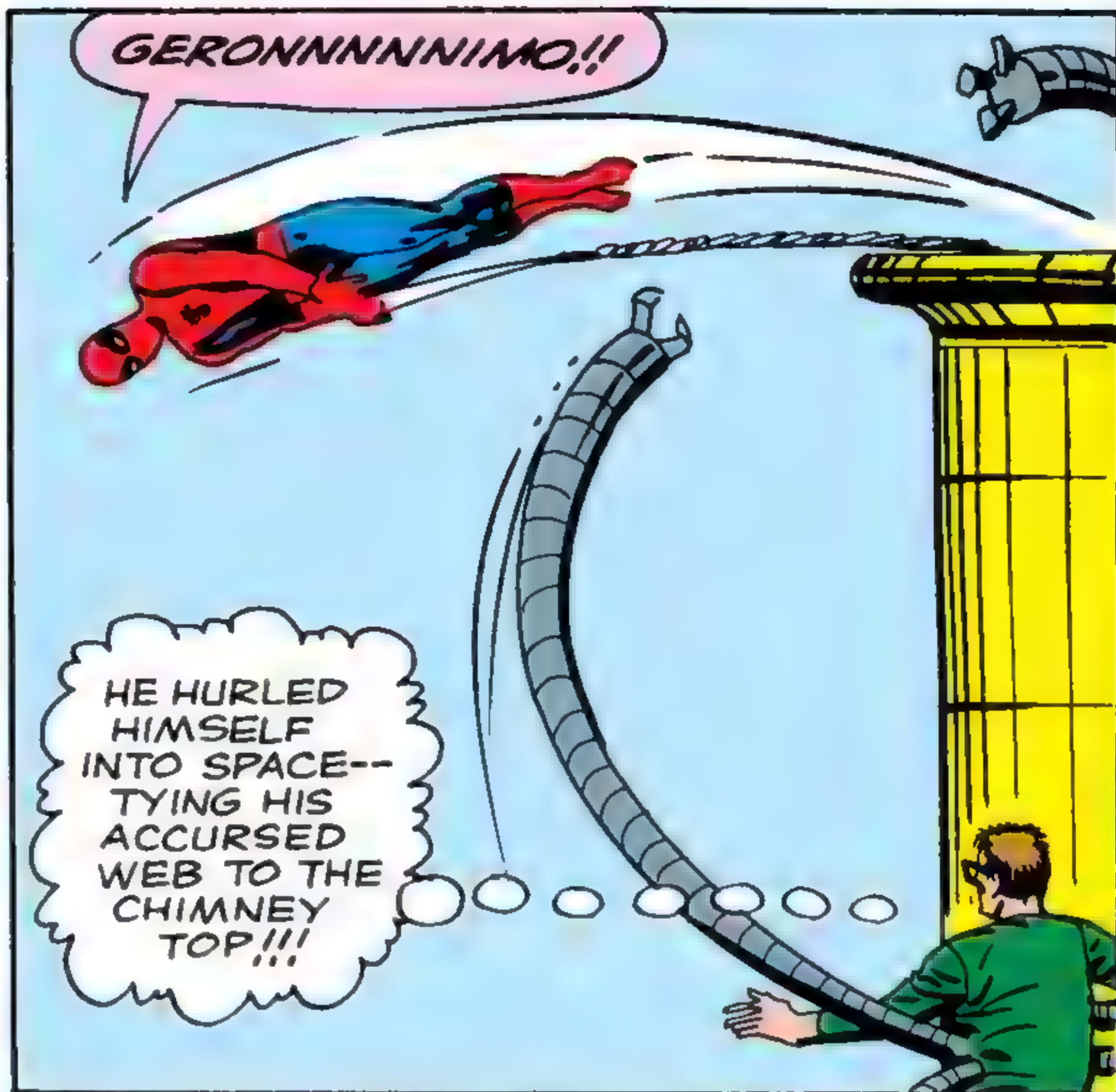
I'VE **GOT** YOU NOW! YOU'VE NO PLACE TO RUN!!





I CAN AFFORD TO TAKE MY TIME--TO RELISH THIS MOMENT --YOU'RE COMPLETELY TRAPPED!

THINK SO?? THEN JUST WATCH THIS--



GERONNNNNIMO!!

HE HURLED HIMSELF INTO SPACE-- TYING HIS ACCURSED WEB TO THE CHIMNEY TOP!!!



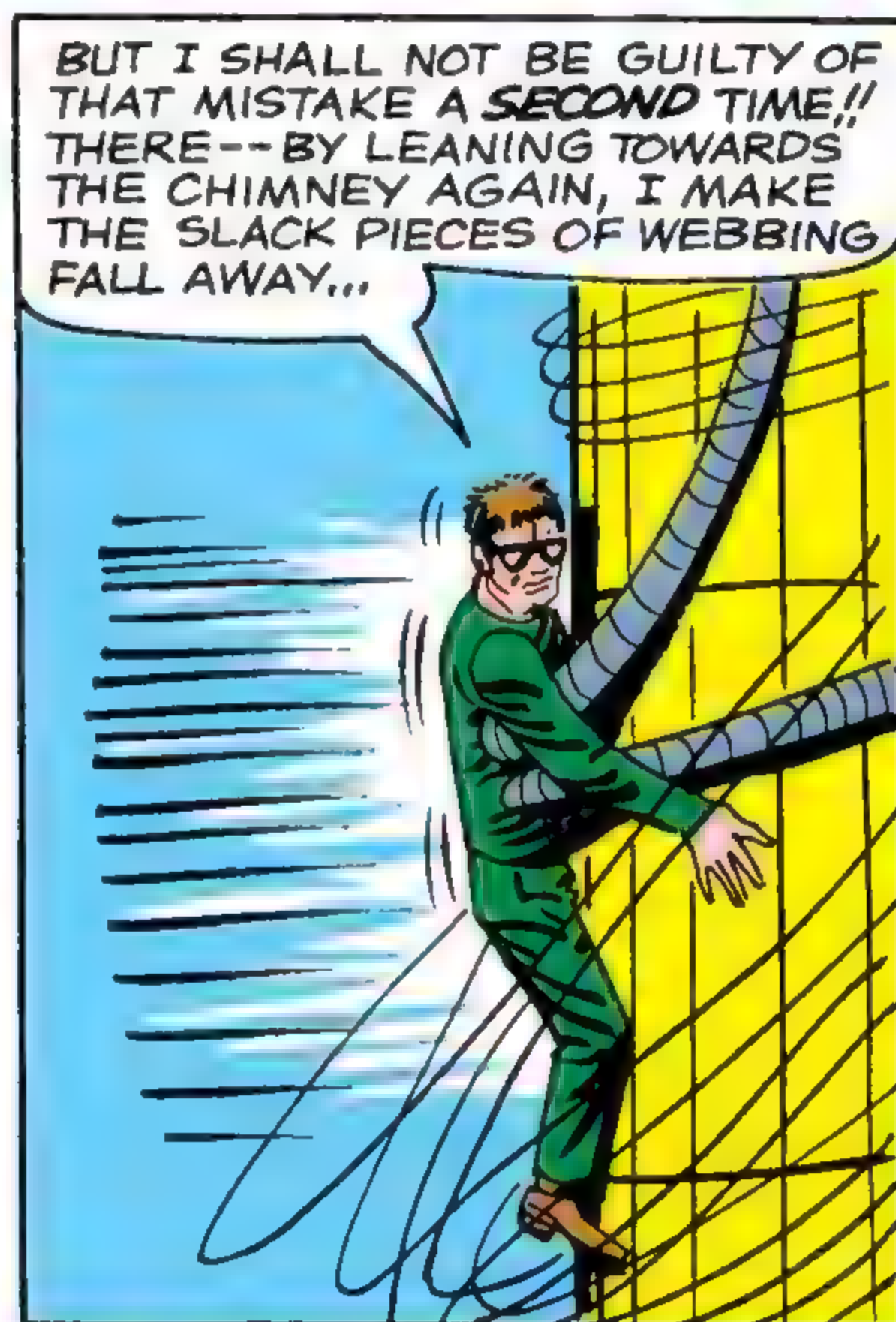
NOW I'LL JUST SPIN AROUND, TYING YOU TO THE CHIMNEY!

NOT **BAD** FOR A LITTLE TRAPPED SPIDER-MAN, EH??



BUT, USING HIS INDESCRIBABLY POWERFUL ARMS, DR. OCTOPUS PUSHES HIMSELF FROM THE SMOKE STACK BEFORE THE WEB CAN BE COMPLETELY TIGHTENED AROUND HIM...

APPARANTLY I HAVE **UNDERESTIMATED** MY FAST-MOVING FOE...



BUT I SHALL NOT BE GUILTY OF THAT MISTAKE A **SECOND** TIME!! THERE-- BY LEANING TOWARDS THE CHIMNEY AGAIN, I MAKE THE SLACK PIECES OF WEBBING FALL AWAY...



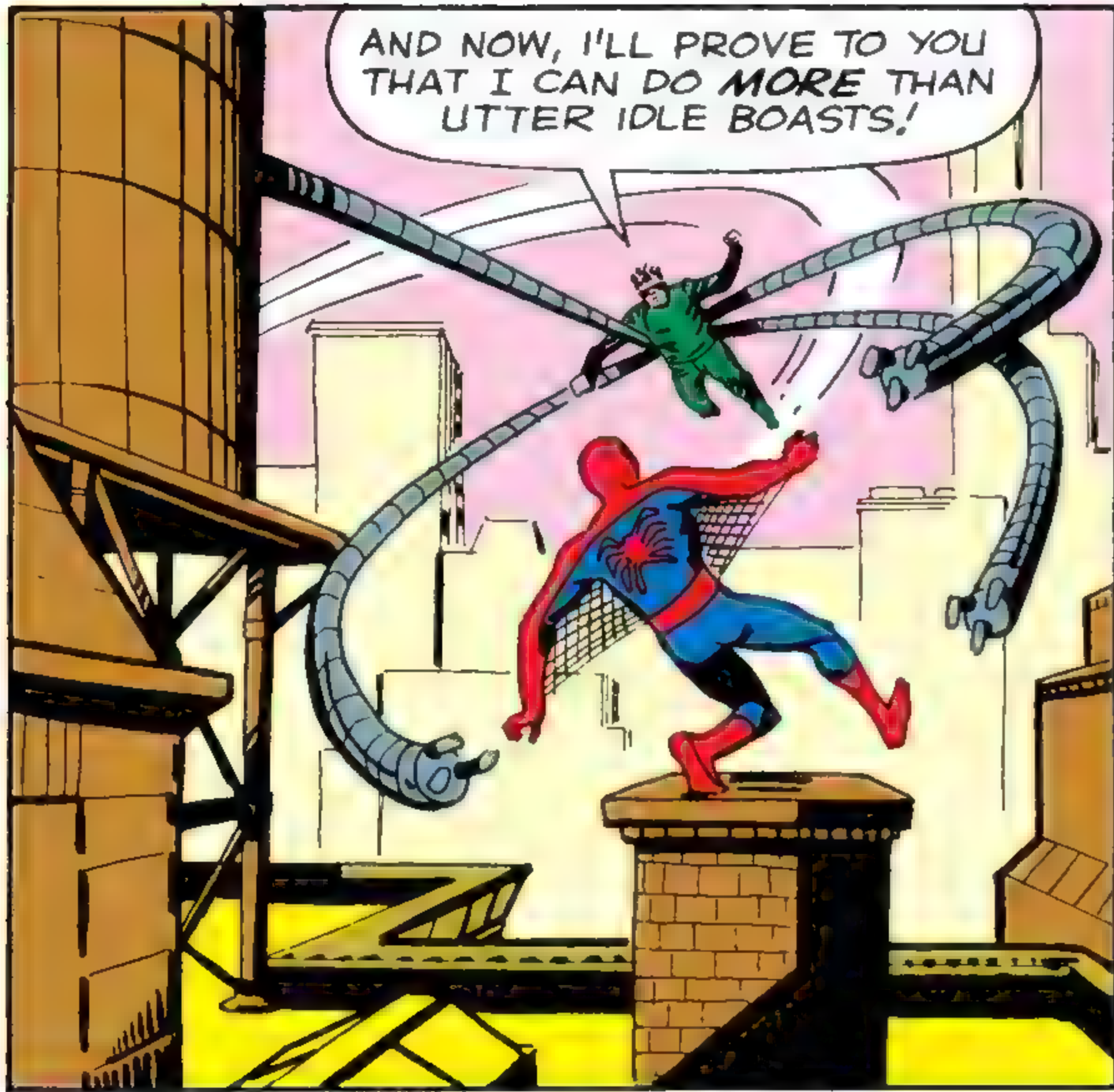
AND SO THE FANTASTIC CHASE BEGINS AGAIN...

SOONER OR LATER I'LL CATCH YOU! YOU CAN'T ESCAPE ME FOREVER!

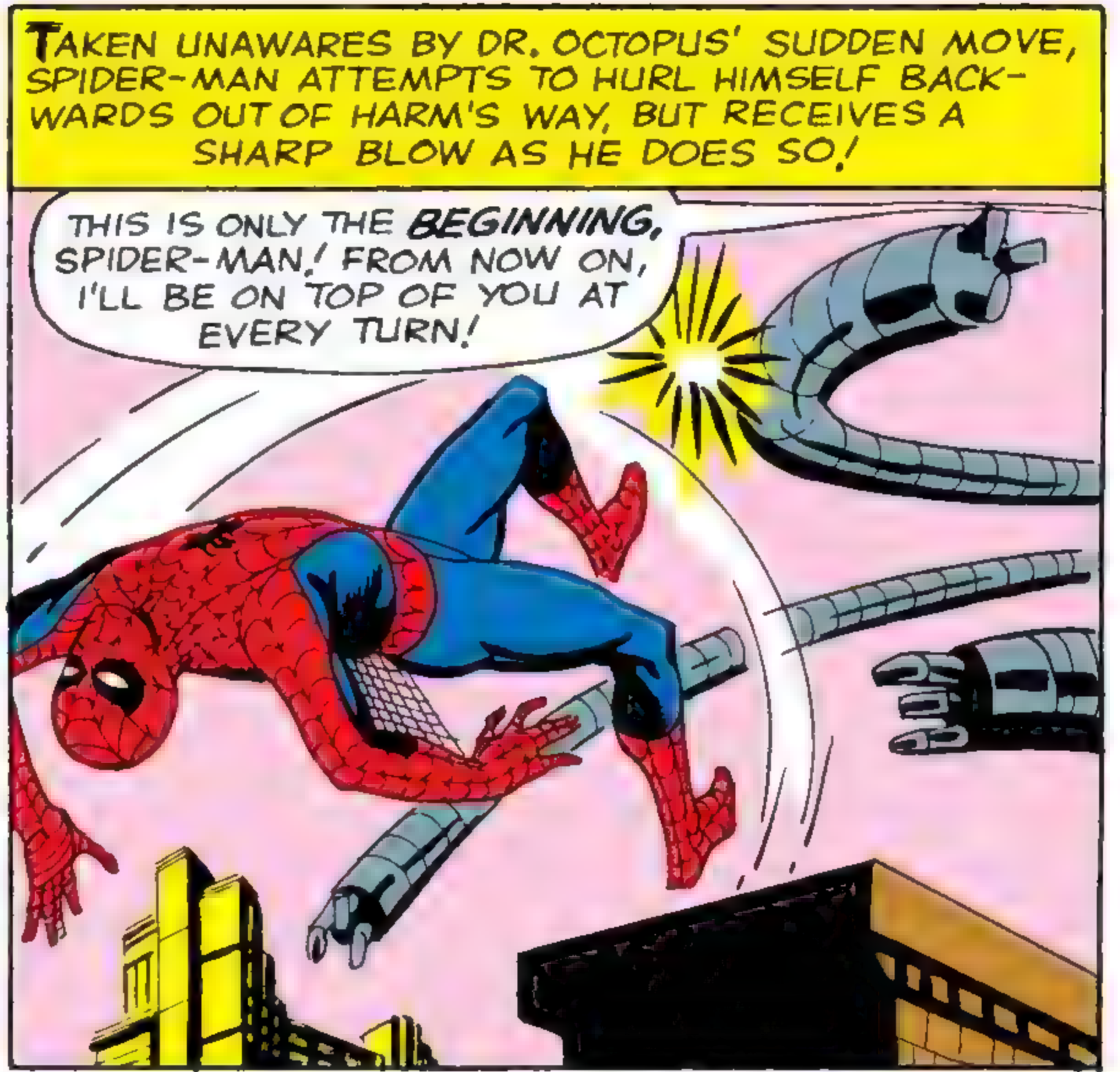


THOUGH YOU ARE MORE AGILE, I CAN COVER MORE GROUND WITH LESS EFFORT-- AND I'M VIRTUALLY **TIRELESS**!!

GUESS YOU'RE RIGHT, OCK! IF ALL YOUR **BOASTING** DOESN'T TIRE YOU OUT, I GUESS **NOTHING** WILL!



AND NOW, I'LL PROVE TO YOU THAT I CAN DO **MORE** THAN UTTER IDLE BOASTS!



TAKEN UNAWARES BY DR. OCTOPUS' SUDDEN MOVE, SPIDER-MAN ATTEMPTS TO HURL HIMSELF BACKWARDS OUT OF HARM'S WAY, BUT RECEIVES A SHARP BLOW AS HE DOES SO!

THIS IS ONLY THE **BEGINNING**, SPIDER-MAN! FROM NOW ON, I'LL BE ON TOP OF YOU AT EVERY TURN!



MY ONLY CHANCE IS TO AVOID HIS ARMS! IF HE GRABS ME, I'M COOKED!! WELL, NO PLACE TO GO BUT **DOWN**!



IT'S A LONG CHANCE, BUT MAYBE I CAN GET OUT OF HIS REACH IN THIS AIR SHAFT!

THEN I'LL FIGURE OUT A NEW PLAN OF ATTACK AND TAKE THE OFFENSIVE!



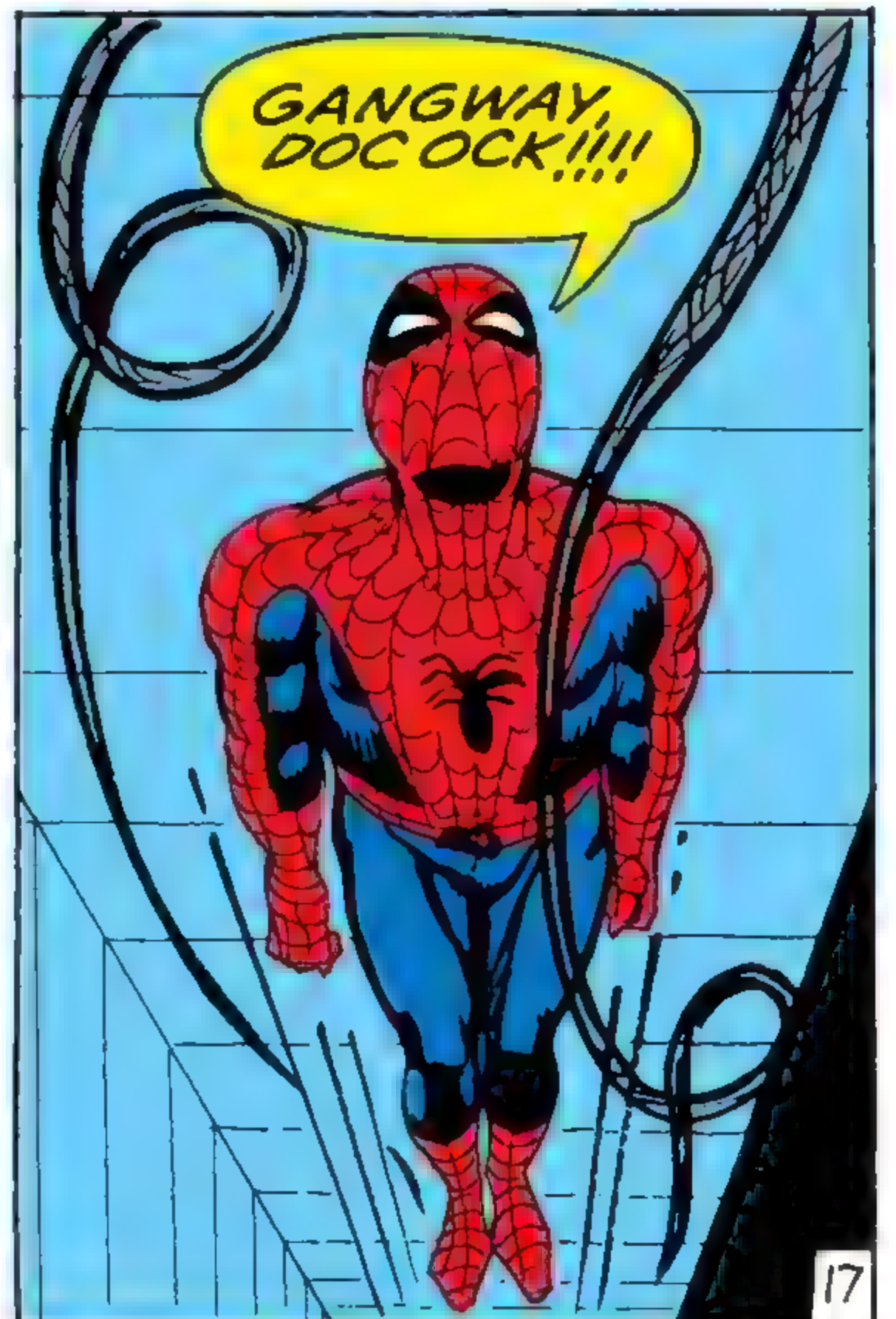
I'LL LOWER MYSELF BY MY WEB-- AND HOPE HE DIDN'T SEE ME!!



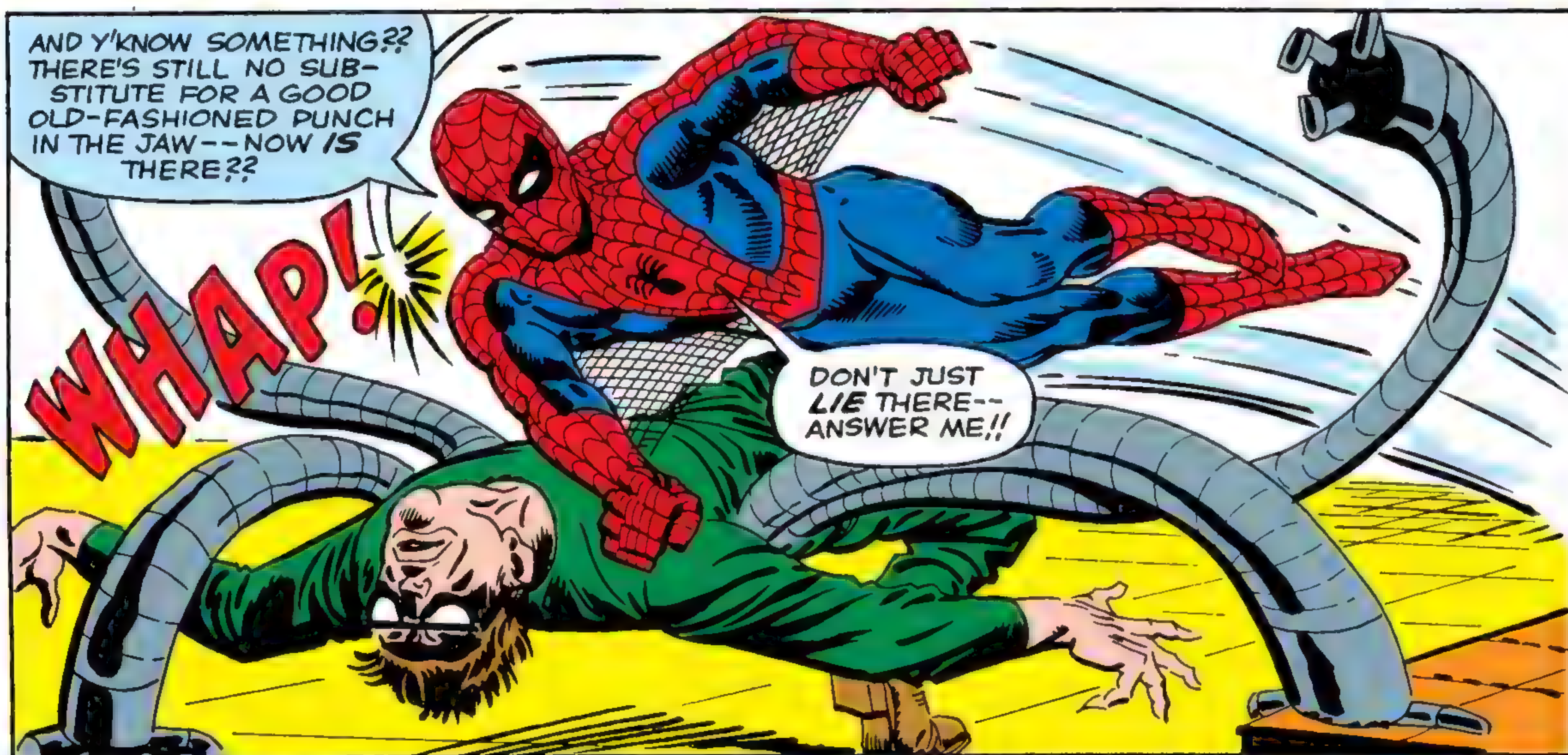
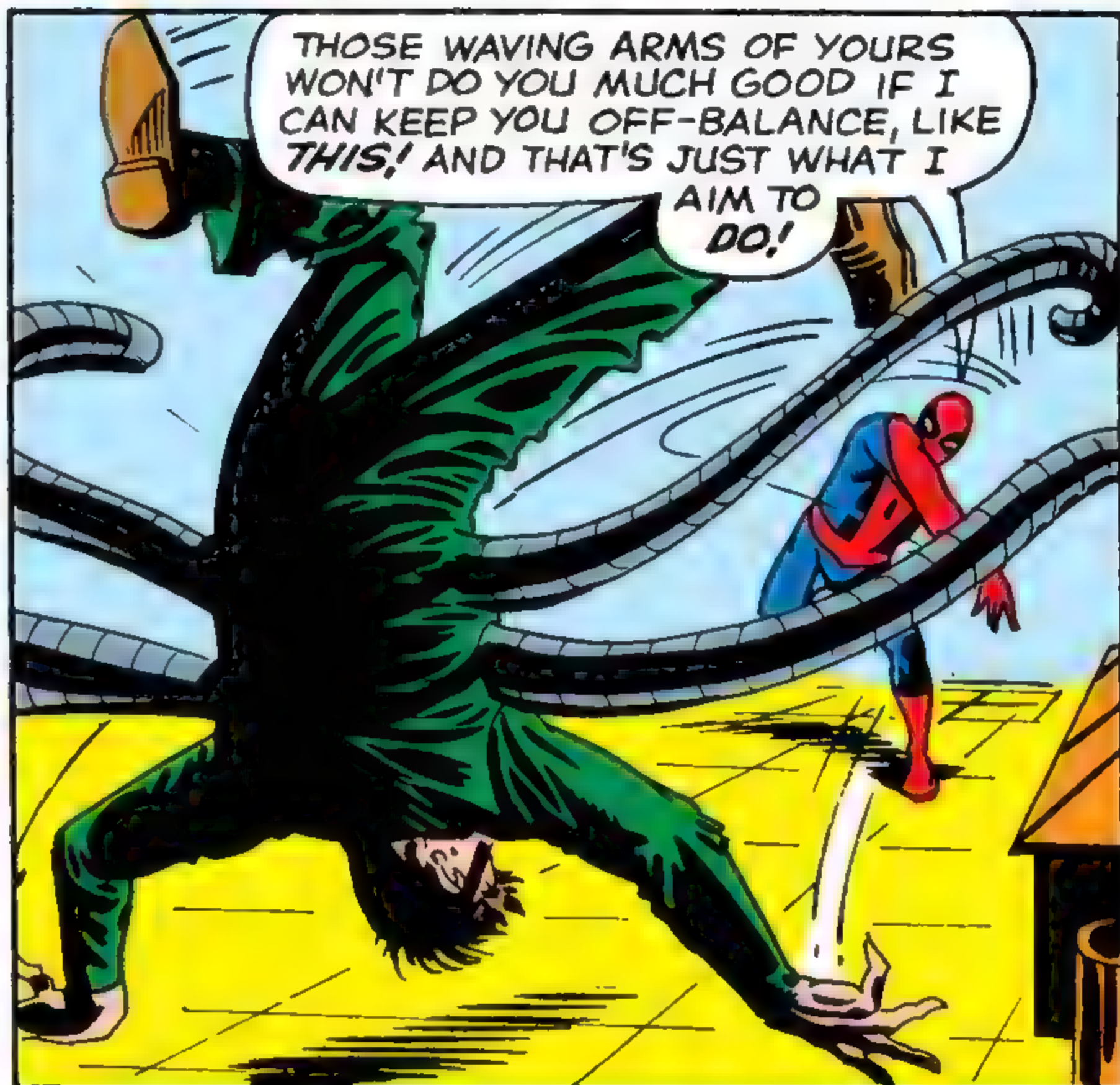
IT'S NO GOOD! HE KNOWS I'M HERE! BUT **WAIT**-- THIS IS MY CHANCE TO **ATTACK**-- NOW, WHEN HE THINKS I'M TRAPPED!!!



I'VE GOT MY WEBS STRETCHED TO EXACTLY THE RIGHT TENSION! NOW, ALL I NEED DO IS GIVE 'EM A SHARP TUG, AND...



GANGWAY, DOC OCK!!!!





THE ONLY THING TO DO IS DIVE RIGHT THRU HIS ARMS--REAL FAST!!

GOOD TRY, YOU IN-EFFECTUAL UPSTART-- BUT NOT GOOD ENOUGH!

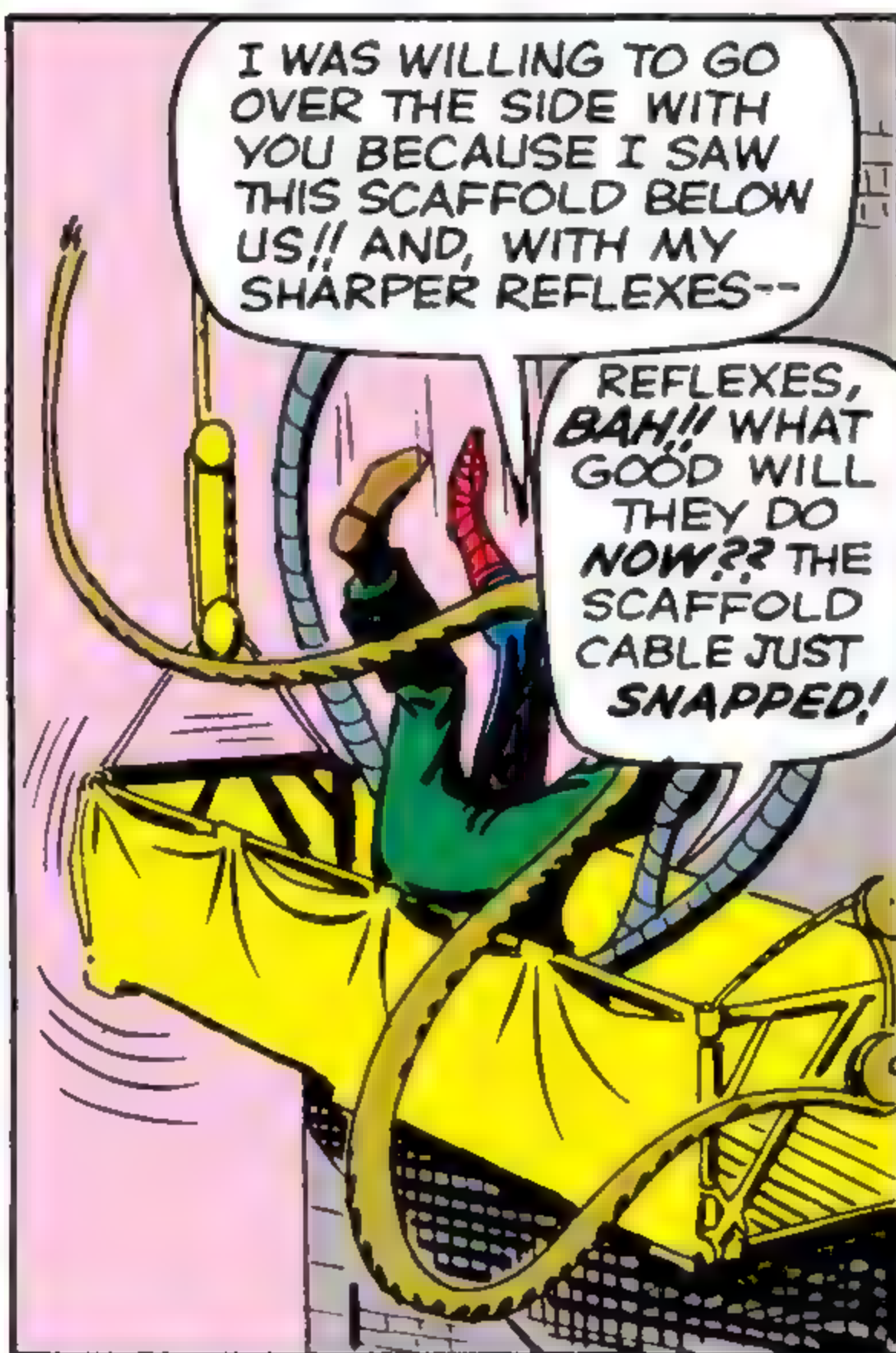


I DON'T HAVE TO MOVE AS QUICKLY AS YOU DO!! WITH SIX ARMS AT MY DISPOSAL, I CAN AFORD TO TAKE MY TIME--I ALWAYS GET WHAT I REACH FOR!!



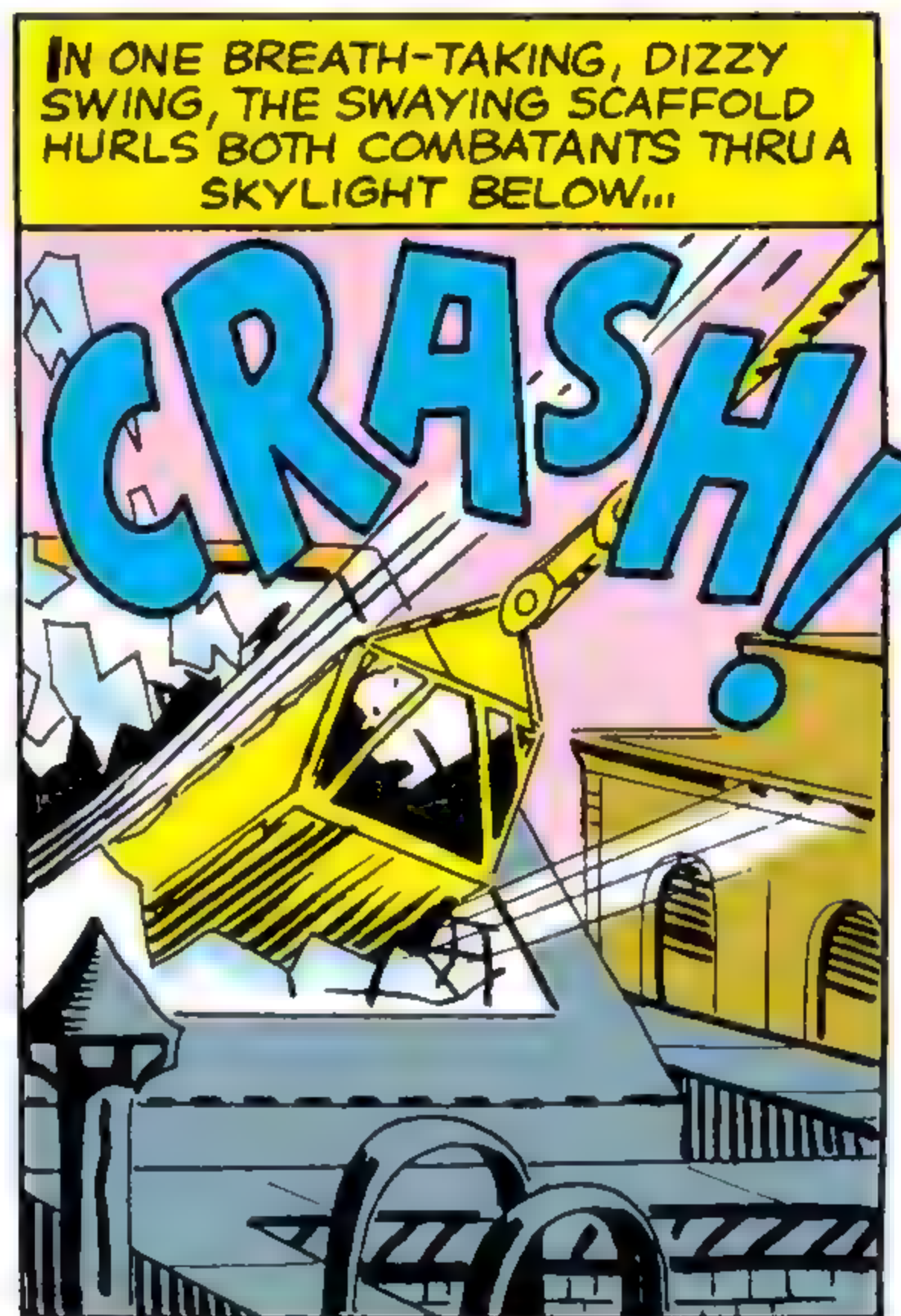
LOOK!! DR. OCTOPUS IS TRYING TO PUSH SPIDER-MAN OFF THE EDGE OF THAT ROOF!!!

HE'S DOING IT!! SPIDER-MAN IS TOPPLING--WAIT-- HE'S HOLDING ONTO OCTOPUS! THEY'RE BOTH FALLING!!!

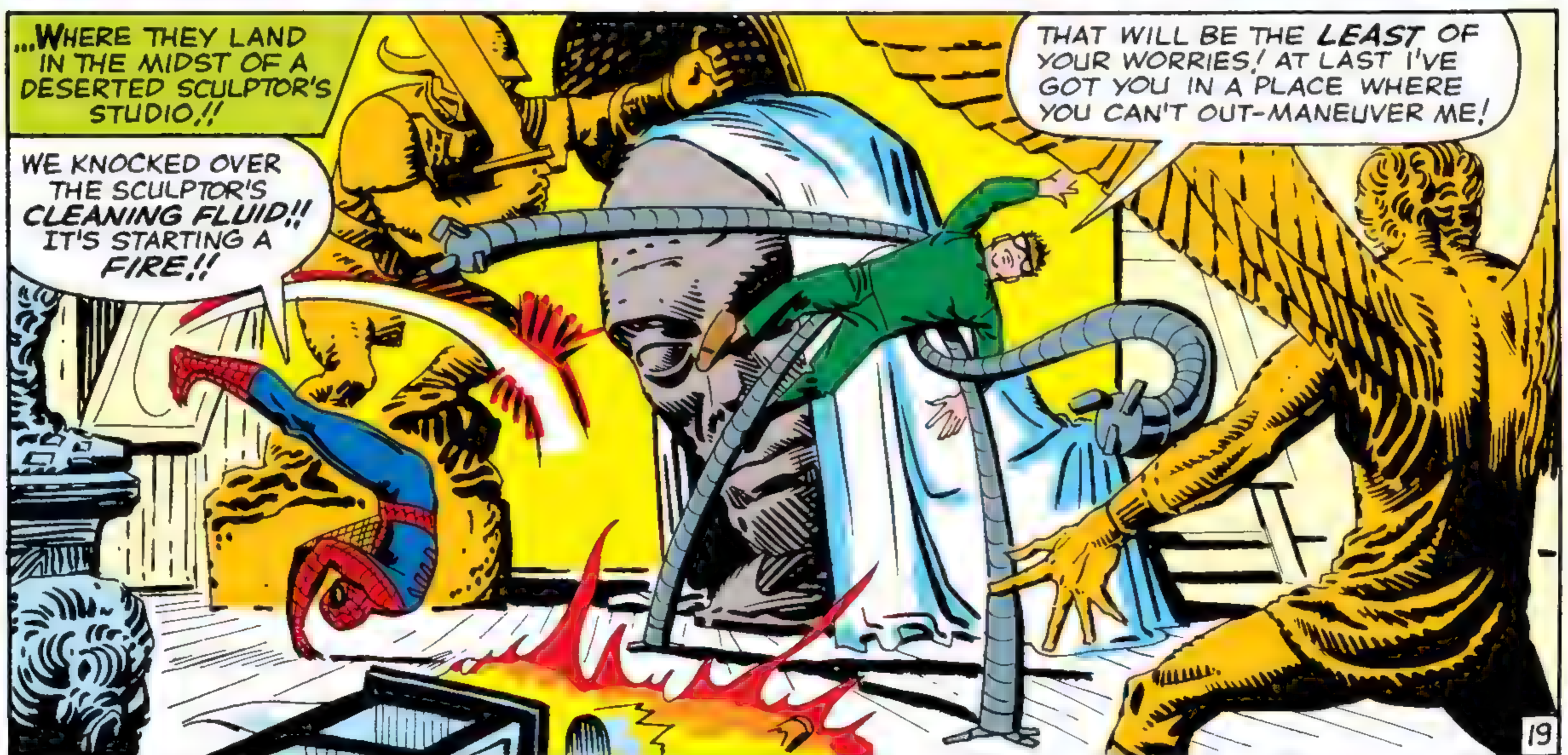


I WAS WILLING TO GO OVER THE SIDE WITH YOU BECAUSE I SAW THIS SCAFFOLD BELOW US!! AND, WITH MY SHARPER REFLEXES--

REFLEXES, BAH!! WHAT GOOD WILL THEY DO NOW?? THE SCAFFOLD CABLE JUST SNAPPED!



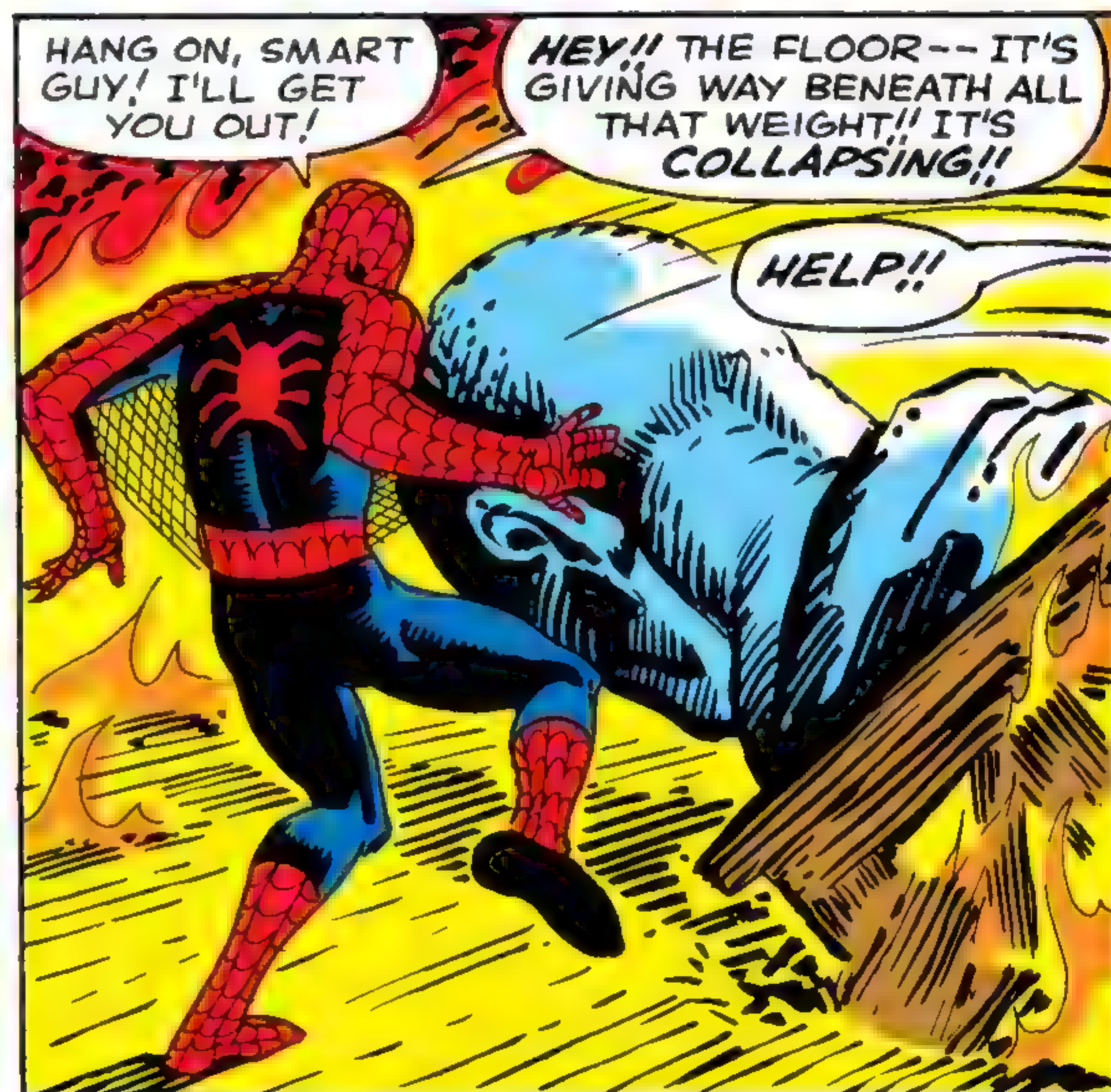
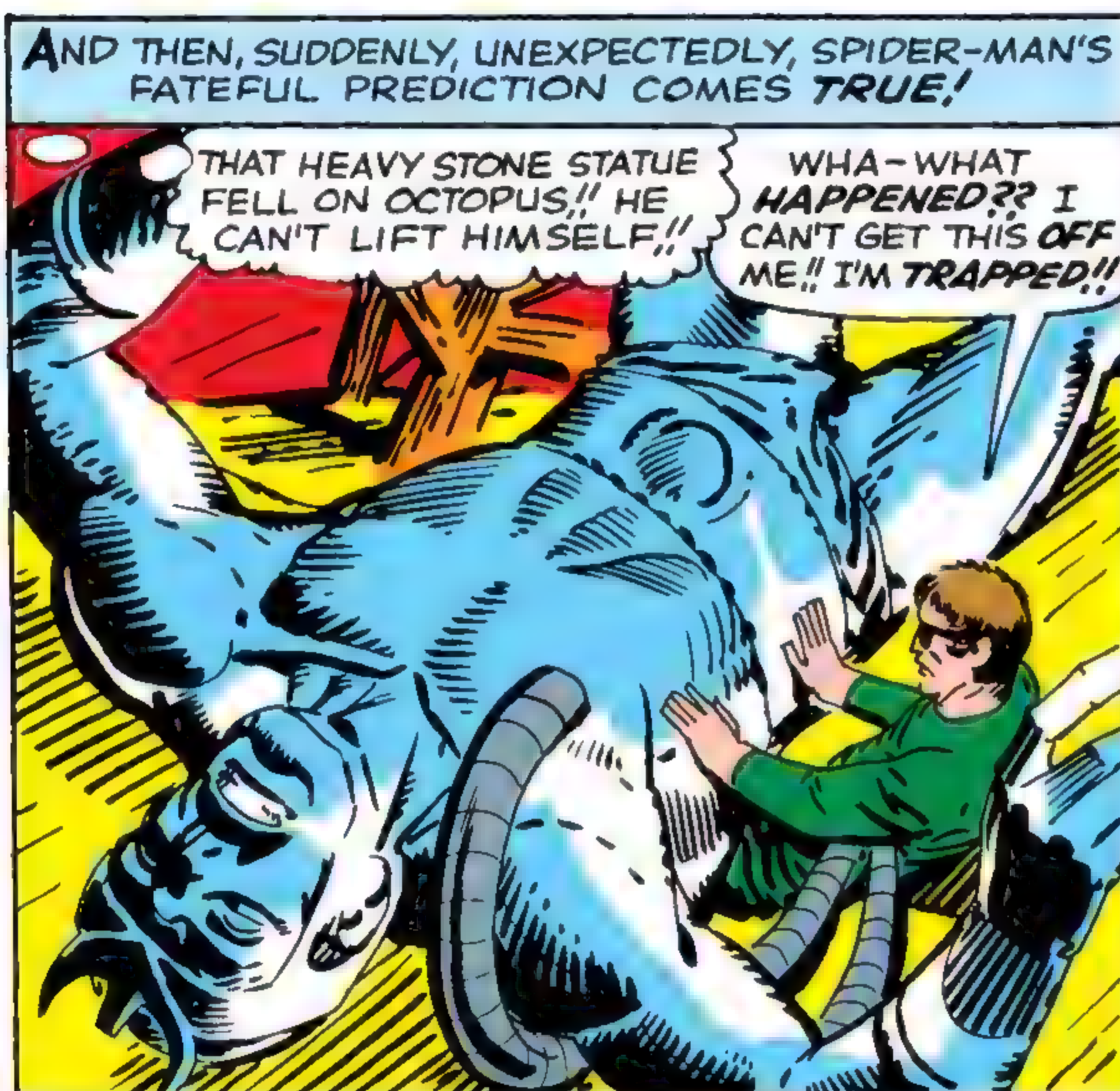
IN ONE BREATH-TAKING, DIZZY SWING, THE SWAYING SCAFFOLD HURLS BOTH COMBATANTS THRU A SKYLIGHT BELOW...

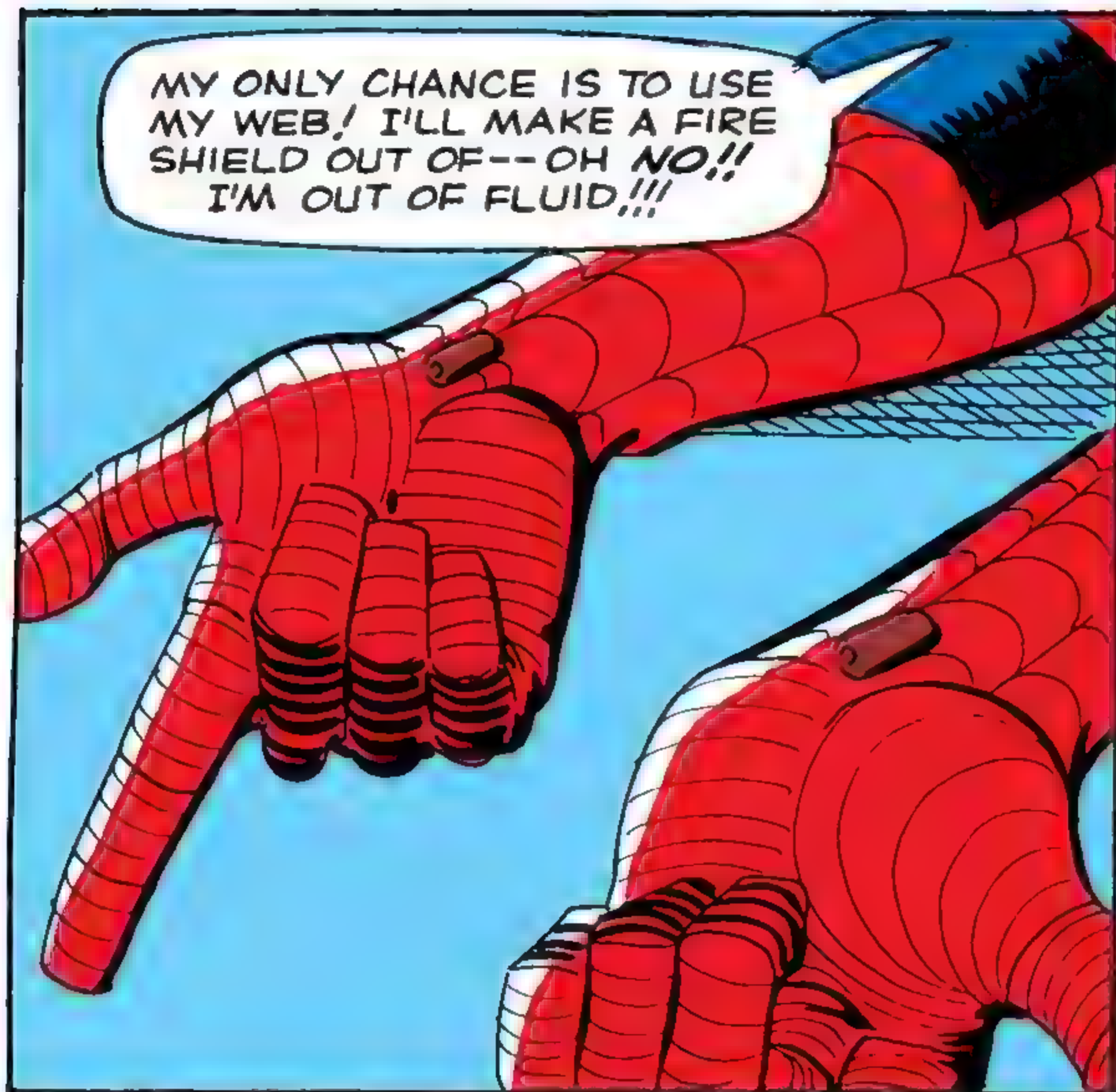


...WHERE THEY LAND IN THE MIDST OF A DESERTED SCULPTOR'S STUDIO!!

WE KNOCKED OVER THE SCULPTOR'S CLEANING FLUID!! IT'S STARTING A FIRE!!

THAT WILL BE THE LEAST OF YOUR WORRIES! AT LAST I'VE GOT YOU IN A PLACE WHERE YOU CAN'T OUT-MANEUVER ME!





MY ONLY CHANCE IS TO USE MY WEB! I'LL MAKE A FIRE SHIELD OUT OF-- OH NO!! I'M OUT OF FLUID!!!



I'VE GOT SPARE CARTRIDGES IN MY BELT-- IF ONLY I CAN USE THEM IN TIME!!



THE FLAME'S GETTING CLOSER-- HAVE TO MOVE FASTER-- GOOD THING I'VE PRACTICED THIS SO OFTEN-- COULD DO IT IN MY SLEEP!!

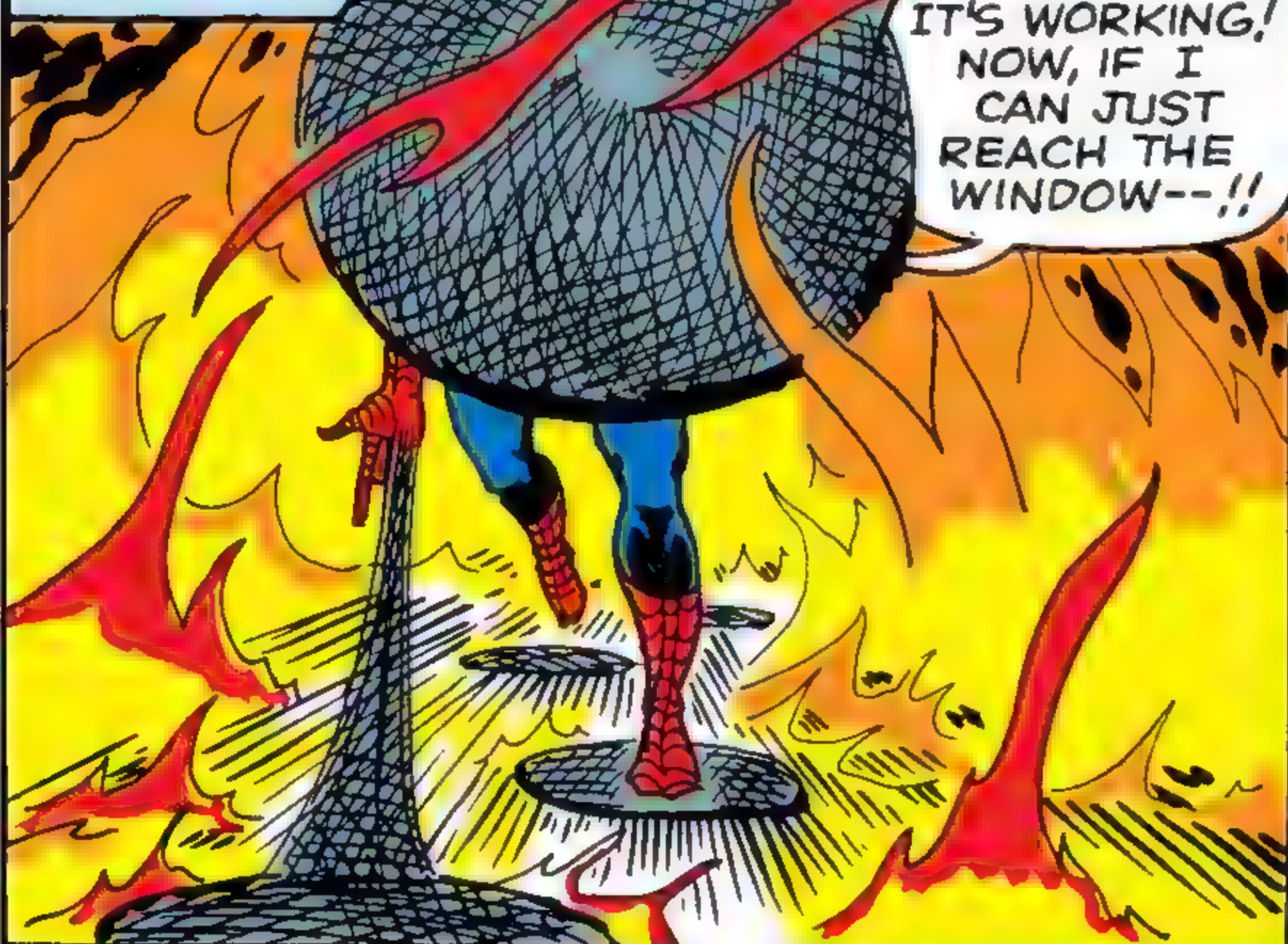


THERE!! IT'S ALL LOADED!! NOW TO PRESS THE RELEASE BUTTON, AND KEEP MY FINGERS CROSSED!!!

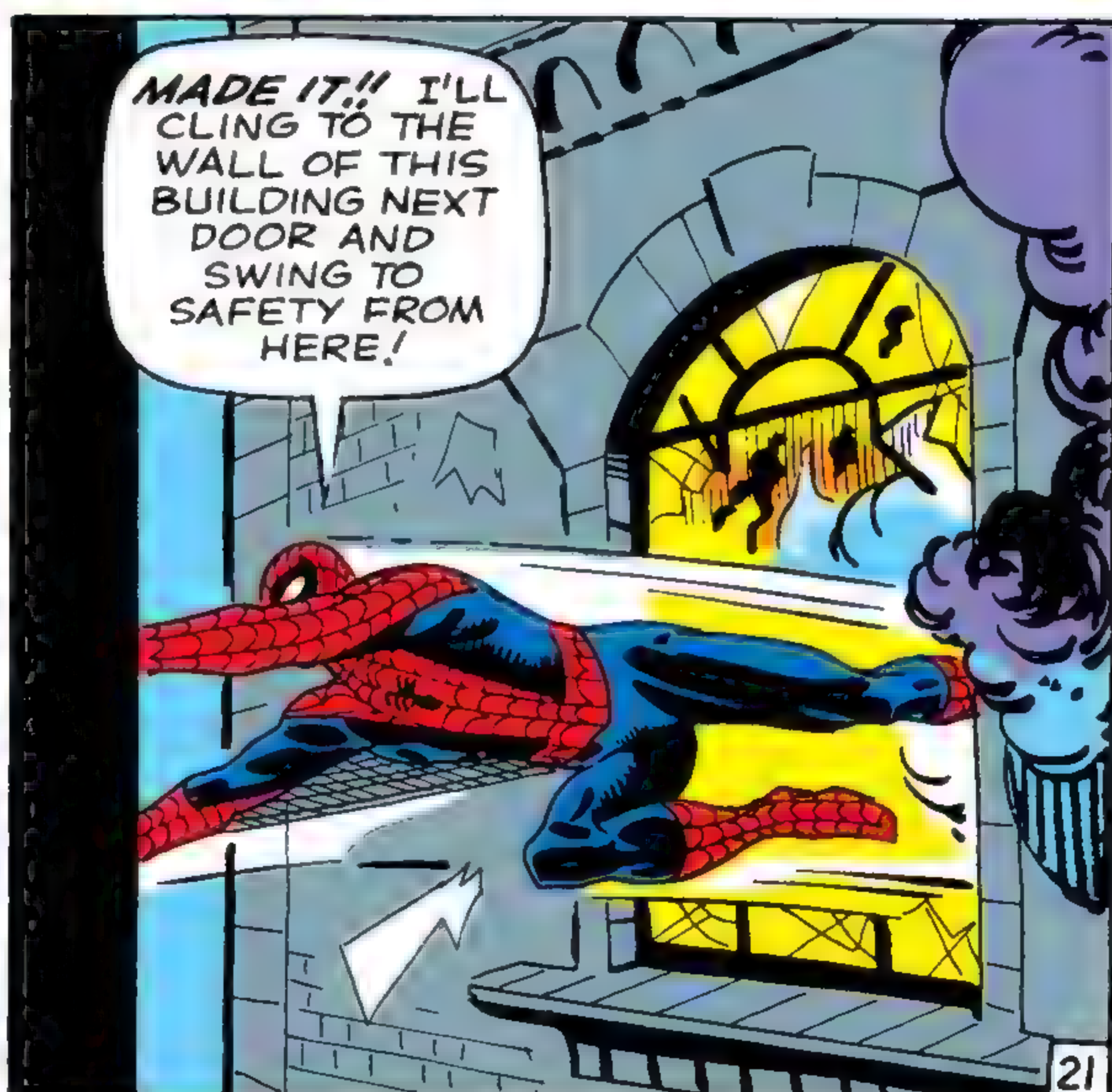


HERE GOES!!

USING HIS AMAZING SPIDER-WEB LIKE A VIRTUOSO, PLAYING OUT JUST THE RIGHT AMOUNT OF FLUID AT JUST THE RIGHT SPLIT-SECOND, SPIDER-MAN MANAGES TO CREATE A FLAME-PROOF UMBRELLA FOR HIS HEAD, PLUS SOME SECTIONS OF WEBBING TO USE AS STEPPING STONES FOR HIS RACING FEET!!



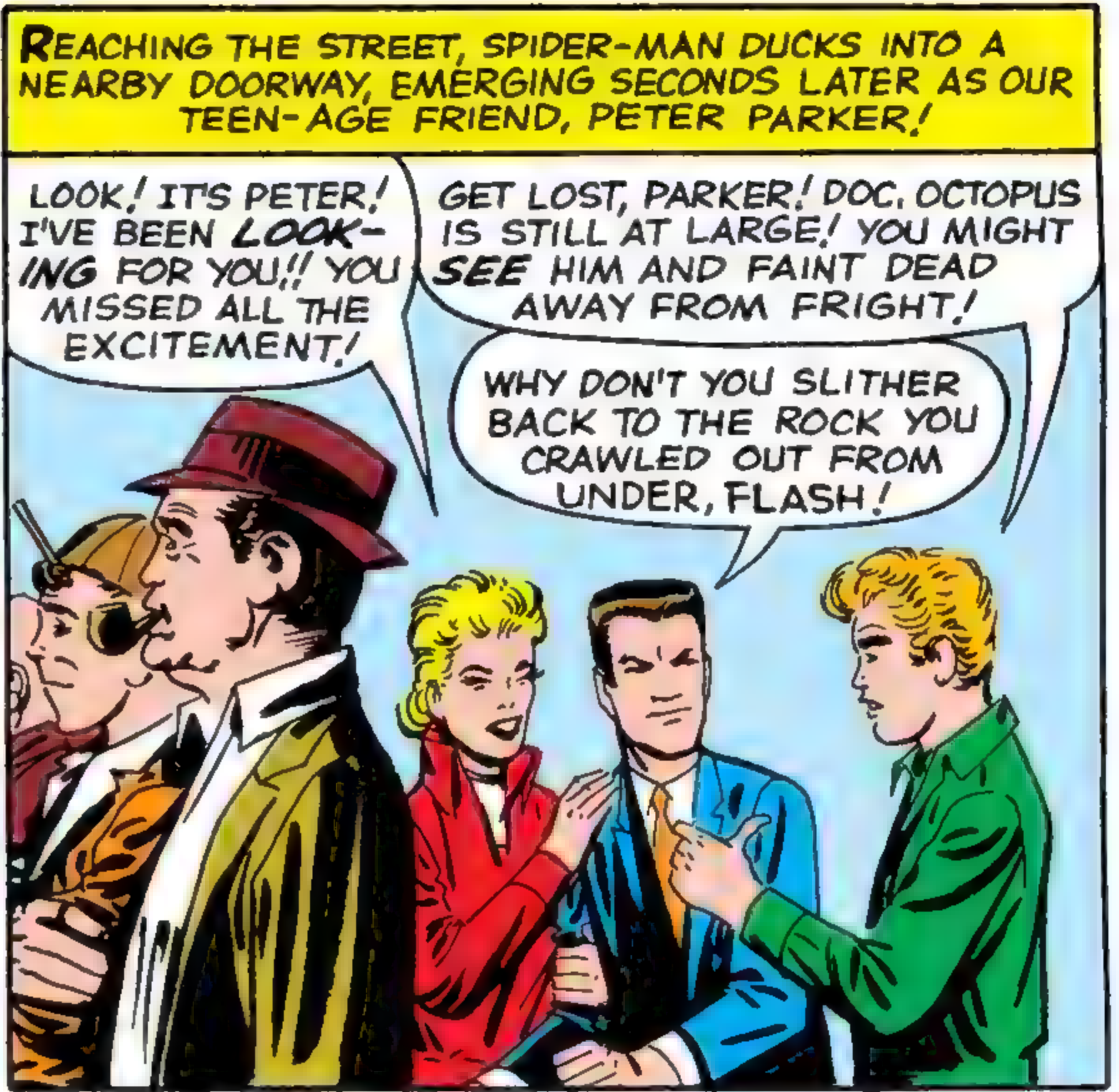
IT'S WORKING! NOW, IF I CAN JUST REACH THE WINDOW--!!



MADE IT!! I'LL CLING TO THE WALL OF THIS BUILDING NEXT DOOR AND SWING TO SAFETY FROM HERE!



THERE ARE THE FIRE ENGINES BELOW!! WONDER IF THEY CAN GET TO DOC OCK IN TIME???



LOOK! IT'S PETER! I'VE BEEN **LOOK-ING** FOR YOU!! YOU MISSED ALL THE EXCITEMENT!

GET LOST, PARKER! DOC, OCTOPUS IS STILL AT LARGE! YOU MIGHT **SEE** HIM AND FAINT DEAD AWAY FROM FRIGHT!

WHY DON'T YOU SLITHER BACK TO THE ROCK YOU CRAWLED OUT FROM UNDER, FLASH!



HEY! THERE'S **DOCTOR OCTOPUS!!** HE LOOKS HALF DEAD!

HE'S ALL **YOURS, PAL!** WE DON'T WANT HIM!

WELL, **WE DO!** WE'VE BEEN **'ITCHIN'** TO GET OUR HANDS ON THIS CHARACTER!



ALL RIGHT, MISTER, KEEP MOVING! WE'VE GOT A NICE COZY CELL FOR YOU TO RECUPERATE IN!

SPIDER-MAN DIDN'T BEAT ME! IT WAS THE **FIRE!** IF NOT FOR THE FIRE, EVERYTHING WOULD HAVE BEEN DIFFERENT!!

SURE, SURE! EVERY TIME YOU'VE MET **SPIDER-MAN**, HE'S STOPPED YOU **COLD!** BUT NEXT TIME'LL BE **DIFFERENT--** WE KNOW!!



NOW THEN, PETER, WHAT I **WANTED** TO ASK YOU WAS-- I'M HAVING A **PARTY** TONIGHT, AND...

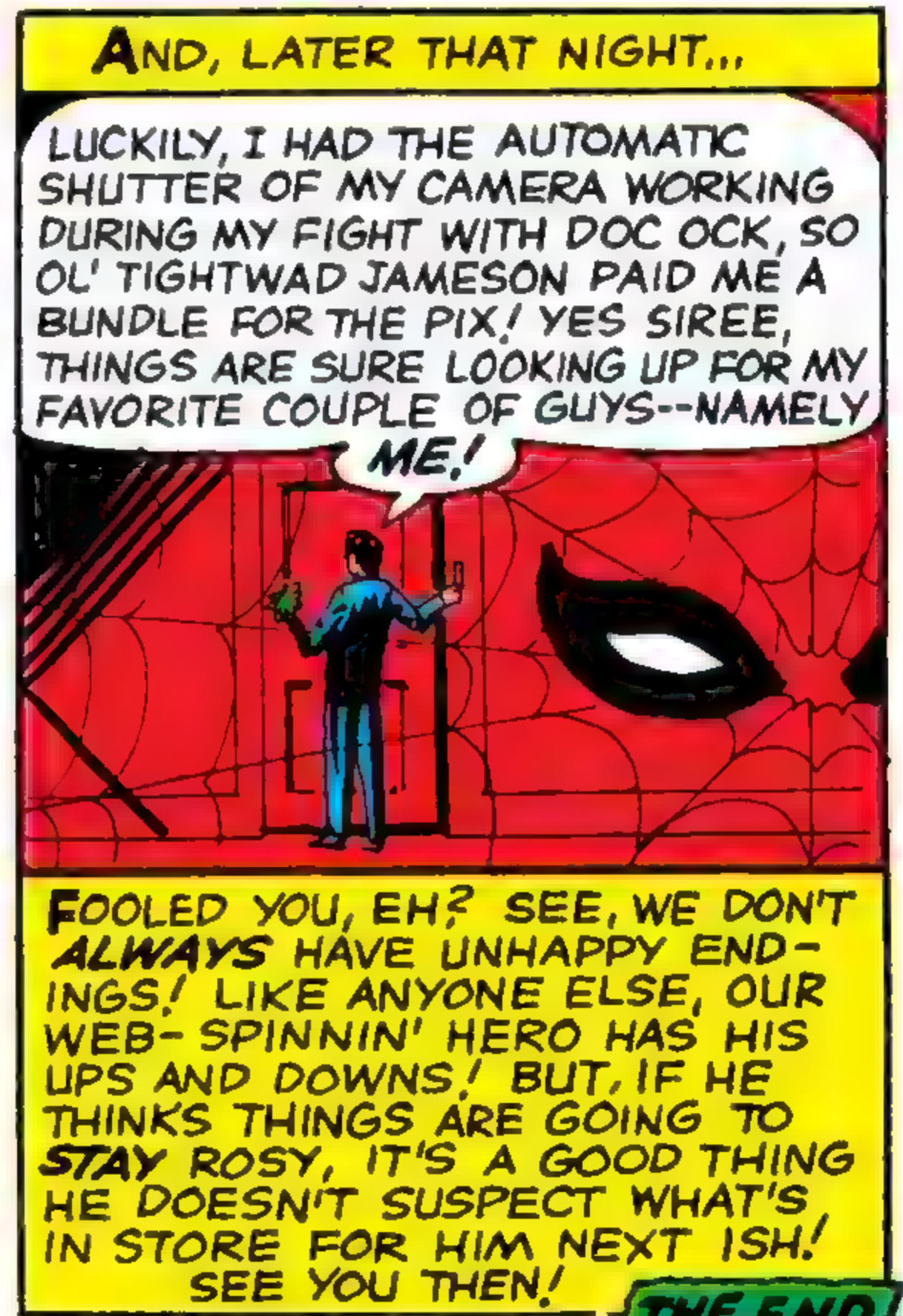
SORRY, LIZ! NO CAN DO! I'VE GOT A DATE WITH A CERTAIN LITTLE BRUNETTE TONIGHT, EVEN THOUGH SHE MAY NOT KNOW IT YET!



I'M SURE **FLASH** WILL BE HAPPY TO GO INSTEAD OF ME! ALTHOUGH I KNOW HOW BORING IT MUST BE TO HAVE TO USE ALL THOSE ONE-SYLLABLE WORDS WHEN YOU **TALK** TO HIM! ANYWAY, YOU **DESERVE** EACH OTHER!

WHY, THAT CRUMMY--!!

DON'T SAY IT, FLASH! WE **RATED** THAT, AFTER THE WAY WE'VE ALWAYS TREATED PETER!

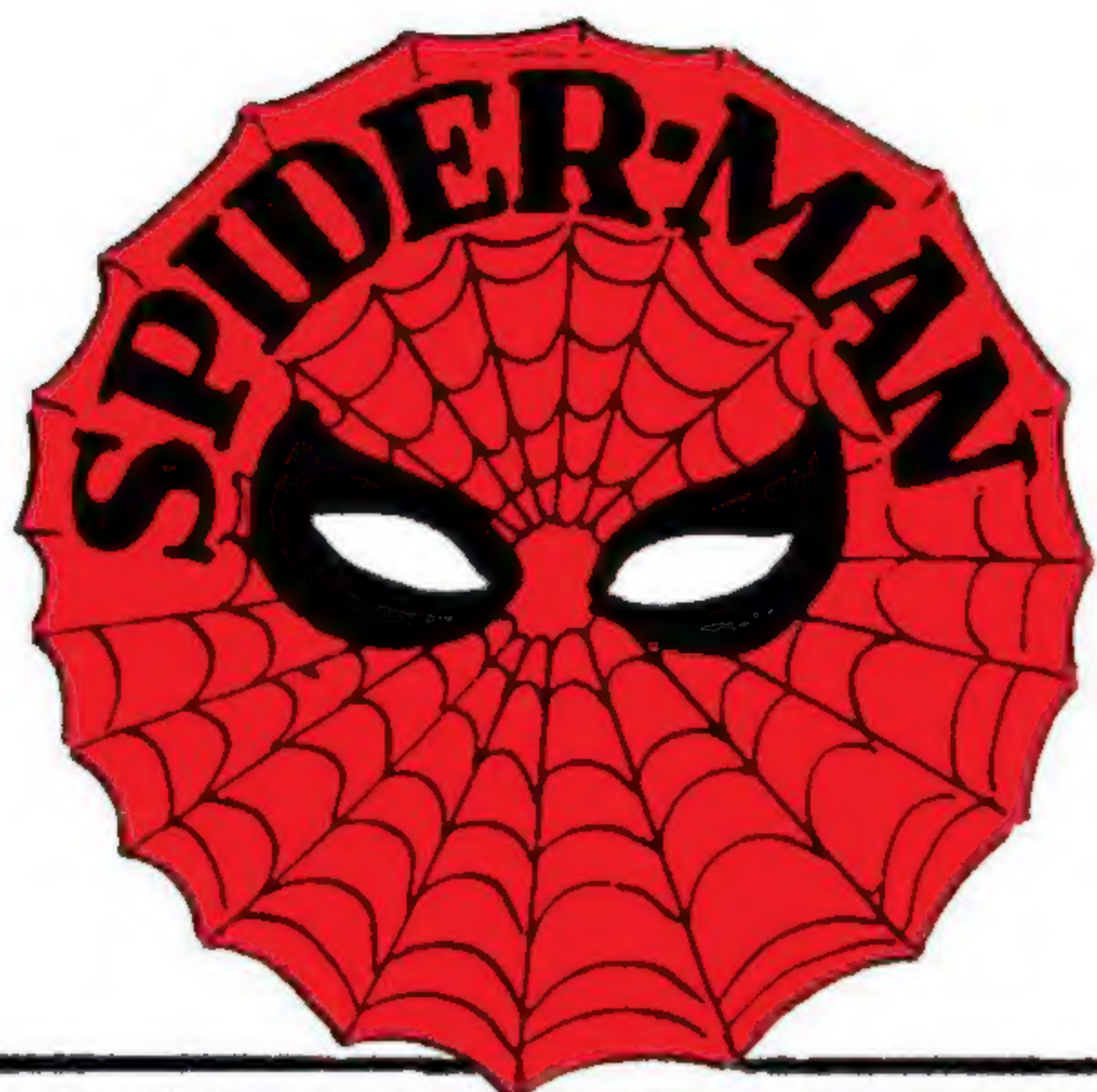


AND, LATER THAT NIGHT...

LUCKILY, I HAD THE AUTOMATIC SHUTTER OF MY CAMERA WORKING DURING MY FIGHT WITH DOC OCK, SO OL' TIGHTWAD JAMESON PAID ME A BUNDLE FOR THE PIX! YES SIREE, THINGS ARE SURE LOOKING UP FOR MY FAVORITE COUPLE OF GUYS--NAMESLY **ME!**

FOOLED YOU, EH? SEE, WE DON'T **ALWAYS** HAVE UNHAPPY END-INGS! LIKE ANYONE ELSE, OUR WEB-SPINNIN' HERO HAS HIS UPS AND DOWNS! BUT, IF HE THINKS THINGS ARE GOING TO **STAY ROSY**, IT'S A GOOD THING HE DOESN'T SUSPECT WHAT'S IN STORE FOR HIM NEXT ISH! SEE YOU THEN!

THE END



SPIDER'S WEB

Dear Stan and Steve,

Please don't change Spider-Man. He seems so human right now. I know that people can be as aggravating as his schoolmates are to him. He is too busy to conform to their personal code, so as he is different, they scorn him. Don't they have anything better to do? I have the same problem so I feel akin to Spider-Man. I also like the problem he has of not having anyone to confide in. We all have an Aunt May, but though she may have our best interests at heart, I think there are always some things we keep to ourselves. (Such as Pete not telling her he's Spider-Man.) I enjoyed the Vulture's Return very much. As I was reading the letter column I saw a letter by Sidney Wright. He thinks Spider-Man (rather Peter Parker) should have a girl friend to side with him. I disagree. Every super-hero has someone to defend him. What makes Spider-Man different is that he must battle alone through life.

Jodene Green Acciavatti
1754 Beacon St.
Brookline 48, Mass.

*Poor Spidey! Not only do the villains hate him,
but now even his fans want him to suffer alone!*

Dear Stan and Steve,

It'll sure be a long time before you make a cover as wonderful as you did on issue #8. I'll never understand how such a good cover was put on such a crummy story. Then on issue #9 — a crummy cover was put on a good story. Boy, you guys are mixed-up!

Doug Garlinger
872 N. West St.
Winchester, Ind.

We never denied it, Doug!

Dear Stan and Steve,

Of all the Spider-Man yarns I have read thus far (and I've read them all), SPIDER-MAN #9 takes the cake. None of the others, although masterpieces in themselves, can claim having the best-written story ever presented as was the case with this ish. Instead of just rambling on a few more chapters of praises as I could easily do, I'd just like to sum up my feelings about Spider-Man with the following phrase: Spider-Man was the smash hit of fandom for 1963, true, but if the stories are anything like that presented in #9, he will cop this honor in 1964. Many thanks and keep up the tremendous work in the future to maintain fandom's greatest character.

Paul Feola
1050 Waverly Ave.
San Antonio 1, Texas

*Don't worry, Paul, we'll keep it up. Know why?
We just saw the greatest little sports car . . .*

Dear Stan and Steve,

I would like to know why whenever Peter Parker gets the spider sense we see half of his spider mask on his face? And why doesn't anybody else notice it?

John Rochrig
521 E. Pasadena
Peoria, Ill.

*It's just symbolic, John. It doesn't really show.
It's just to let you, the reader, know that Pete's
spider sense is tingling.*

Dear Stan and Steve,

Good grief! Someone once remarked that you at Marvel are the bane of fanzine editors, for no sooner do we print something than it's out of date! While quality is your most important product, progress runs a close second. Marvel magazines and characters are NOT ill-written, not stereotyped, not conventional, and certainly not static!

Paul Moslander
1206 31 Avenue
San Mateo, Calif.

*But, now that we know what we're NOT — we're
waiting to learn what we ARE!*



Dear Stan and Steve,

SPIDER-MAN #8 was different and although good, somewhat of a letdown. "Spider-Man vs. the Human Torch" made Spider-Man look like a trouble-maker. What in heck was he doing charging in on Torch's party? No reason at all — no wonder the Torch has it in for him. I feel this gave my favorite hero a bad name. In the other Spider-Man/Torch upsets, it was a two-way conflict. Please try to refrain from giving Spider-Man a wise guy attitude. However, the Living Brain story was your usual great work! Here's a new, original type of foe I dig. Ditko's action scenes, which I've come to love, were a-plenty and the story plot was tops! I was really in there cheering for Peter Parker to bust Flash Thompson. I've been biting my nails waiting for this battle and you handled it nicely. Now over to TALES OF SUSPENSE #49. This issue made me an even bigger fan of the Angel. As I've said before, he's the best of the X-Men. The plot was a wonderful idea and was one of the best Iron Man stories. Iron Man's getting better with each issue. STRANGE TALES #116 was the best ish yet of your past issues. Where have you been hiding Dick Ayers? His artwork is really great! He does the Thing and the Torch better than Jack. It looked as though he was really inspired and here's my scream for more. I can't get over it — the art alone was enough to force me into getting two copies. A fabulous cover too! As for the story, it was great! This one had a great deal of suspense and worked through an interestingly different plot. Dr. Strange was a weirdo. I was never one of his devoted fans but with this issue, you've sold me. F.F. #22 was your best this time around. This already fabulous group has risen to new heights with the introduction of the Invisible Girl's new powers. As of this issue, she's a valuable member. The Mole Man's return was handled smoothly and provided for an even better story than his first appearance. Jack's artwork was back to normal after last issue's letdown, and in his best style! No doubt about it, this was a great issue!

Wayne Warfield
Box 326
Aberdeen, Md.

*Whew! Web-spinners, if you think this is a long
letter, you shoulda seen it before we CUT it!*

CONTINUED . . .

Dear Stan and Steve,

The dictionary describes "magnificent" as "grand in appearance, splendid; exalted, noble." I must say it describes your mag also! As for the AMAZING SPIDER-MAN, I describe him as — my favorite and very original. However, I do think that Spider-Man should keep his temper quiet with the F.F. I also think that a romance between Sue Storm and Spider-Man would be very interesting. Keep up the very good work!

Charles Coryell
605 Gray St.
Joplin, Mo.

Sue Storm is a little too old for Spidey, Charles. But maybe we could arrange a flirtation between her and J. Jonah Jameson, huh?

Dear Stan and Steve,

In the STRANGE TALES ANNUAL the "Spider-Man vs. Human Torch" story was simply great. I hope that we will see a series of Torch vs. Spider-Man battles. I wish Spider-Man would become a member of the Avengers even if he's a member temporarily. The reason is because then the Avengers and the Fantastic Four could have an episode together trying to stop the Human Torch and the Amazing Spider-Man from battling each other!

Victor Tung
259-03 80th Ave.
Floral Park, N.Y.

We still prefer Spidey as a loner ourselves, and we think most of our fans agree — or DO you?



Dear Stan and Steve,

I have just finished reading AMAZING SPIDER-MAN #8 and I consider it the best issue I've read yet. To begin with, the cover was terrific (good place to begin). Using red on a yellow field looks great and I hope to see it more often. I liked the idea of not showing any one scene on the cover. It seemed more spectacular that way. The first story was great! I was glad to see two stories. But you shouldn't have interrupted the fight with the parts about the Human Brain being stolen. Also, you should have let Peter win the fight fair and square. The fight scenes were great! And I really got a kick out of panel 4 on page 6. I didn't like the second story. You made Spider-Man seem like a conceited show-off. Please don't have him crashing any more parties!

Richard Vincent
#5 1395 Yost St.
Aurora, Colo.

Okay, if you want him to be a wall-flower. . . . (But actually, Dick, we AGREE with you. We don't approve of party crashing either, and Spidey won't do it again!)

Dear Stan and Steve,

You've done it again. This is the best issue yet — SPIDER-MAN #9. It topped everything in the past with the exception of the Spider-Man vs. Vulture fight in J. J. Jameson's offices, and Pete Parker's punching Flash Thompson. This Electro is one of the sharpest villains to come along in anybody's mag! The uniform is really

flashy — nice and colorful which is what I like. It shows the usual originality that goes along with all Marvel mags. The Spider-Man vs. Electro battles were really good. There was a lot of action and drama in this ish. Of course, that old hypocrite J. J. Jameson was good as a comic relief. The last couple of pages in Jameson's offices, were a riot. Old J. J. raging, Pete coming in with the pix, and, all of a sudden, everything is sweetness and light. Love your mag — keep up the fine work.

Dave Cockrum
Braiden Hall
Fort Collins, Colo.

It's a deal! You keep buyin', and we'll keep workin'!

SPECIAL ANNOUNCEMENTS SECTION:

- Okay, here we are! Now, what'll we talk about?
- Well, for a starter, we'd like to ask your opinion. As you know, last issue and this one both had Doc Ock as a villain. What do you think of the idea of occasionally featuring a villain for two issues in a row? Like it? We'll wait to hear from you.
- We've received many letters from fans who feel that Betty is too old to be dating Pete. Although, we tried to explain this in the past, for those who've missed the point, we'll tackle it again — Betty is actually a few months YOUNGER than our hero. She had to leave school and take a job because she needed the money, and she intends to complete her education at night when she gets the chance. She only SEEMS older because Pete is a high school senior while she is a working girl. Okay?
- By the way, do you like Betty's new hairdo? Hope so, because Stan had to argue with Steve for months before Mr. D. would make the change! (He claims it's tough enough having to draw those millions of little webs all the time, without being a hair-style expert too!)
- As for ol' Doc Ock, even though he's on his way to jail now, we all know that popular super-villains never seem to STAY there, so don't be too surprised some day in the future. . . .
- By the time you read this, our newest mag, DARE-DEVIL, should be on sale. Putting that thing out was like a comedy of errors! We lost some pages of the script, we missed our first deadline, we couldn't decide on his costume till the last minute, and we did the cover over a zillion times! So, with all those things against it, it'll probably end up being a surprise HIT! (We hope). We tried to tell the story in the now-famous Spider-Man style, and are very anxious to hear how you like it. 'Nuff said.
- Now, just a word about our sister mag (or should it be BROTHER mag?) THE FANTASTIC FOUR! ish #26, on sale now, presents the wrap-up of the greatest fight ever seen in comics — the titanic, never-to-be-forgotten battle between the HULK and the THING! And, what's more, it also features THE AVENGERS! If you don't think it's just about the greatest 12¢ worth ever, let us know and we'll — cry our eyes out!
- And now, here it is — our preview of SPIDER-MAN #13! (Ta ta ta ta, ta taaa!) We figure it's time to introduce a brand-new super villain! (And for those of you who say we use the word "super" too much, what ELSE can we call him??) Next ish you're gonna see the most rootin'-footin' swingin' wing-dingin'est arch-foe you ever did see! So, fold your little webs neatly away for now, and be with us again next ish! We HATE to be stood up!



SPIDERMAN#12

6 1/4 x 9 1/4 - No. 12

1



"UNMASKED BY Dr. OCTOPUS!"

① TAKE ONE OF THE MOST POWERFUL SUPER-VILLAINS OF ALL TIME...



② ...ADD A SPINE-TINGLING ASSORTMENT OF WILD BEASTS ON THE RAMPAGE...



③ ...MIX WELL WITH OUR USUAL CAST OF OFF-BEAT CHARACTERS...



④ ...AND TOP IT OFF WITH THE EXPOSE OF SPIDER-MAN! WHO COULD ASK FOR ANYTHING MORE??!



YES INDEED, FAITHFUL FRIEND! STAN AND STEVE PULLED OUT ALL THE STOPS TO MAKE THIS ONE OF THE MOST MEMORABLE OF OL' SPIDEY'S EPIC ADVENTURES!

NOW AFTER THEY WENT TO ALL THAT TROUBLE, THE LEAST YOU CAN DO IS READ IT, ENJOY IT, AND RAVE ABOUT IT! AND, Y'KNOW SOMETHING? WE HAVE A HUNCH YOU *WILL*!

WRITTEN IN THE WHITE HEAT OF INSPIRATION BY: STAN LEE

DRAWN IN A WILD FRENZY OF ENTHUSIASM BY: STEVE DITKO

LETTERED IN A COMFORTABLE ROOM BY: ART SIMEK

x-639

SPIDER MAN 12

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